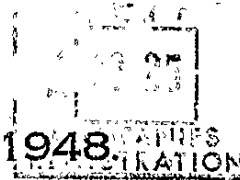


NO. OF COMPANY.....



IC.F. 411

THE COMPANIES ACT, 1948.



COMPANIES
REGISTRATION.

56
C/R

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

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

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.....

LIMITED.

CAT. No.C.F.41.

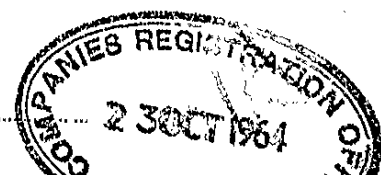
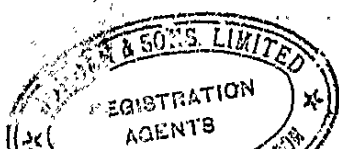
C511 J5164(J) L

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



I, DAVID ST. CLAIR JONES

of 110 CHANCERY LANE, LONDON, W.C.2.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of SCOTIC-VIT

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 CLIFFORDS IN

IN THE CITY OF LONDON

the 20th day of October

One thousand nine hundred and six

before me,

David Jones
A Commissioner for Oaths (b)

David Jones

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

NO. OF COMPANY.....825606

2

COMPANY HAVING A SHARE CAPITAL.



Inland Revenue
Duty Stamp
to be
impressed
here

NAME OF
COMPANY.....SCOTIC-VIT.

Statement of the Nominal Capital
made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £100.

Signature.....

W. P. Lockhart

Date.....9th October, 1964

Description.....Secretary

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

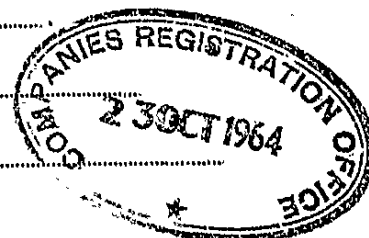
CAT. NO. C.A.25.

5929(v) □

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by



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

The Companies Act, 1948.

COMPANIES
REGISTRATION



COMPANY LIMITED BY SHARES

825606 3

Memorandum of Association

OF

SCENIC-VIEW LIMITED

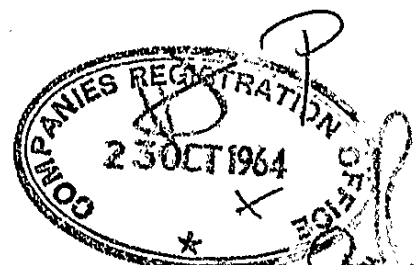
1. The Name of the Company is " **SCENIC-VIEW LIMITED.**"

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

3. The Objects for which the Company is established are—

(A) To purchase, take on lease or exchange, or otherwise acquire, hold, manage, work, develop the resources of, and turn to account any estates, lands and buildings, tenements, and other property of every description, whether of freehold, leasehold, or other tenure, and wheresoever situate, and any interest in and any rights connected therewith; and to sell, lease, or otherwise dispose of the whole or any part of the estates or other property of the Company, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and generally to deal (by way of sale, lease, exchange, mortgage or otherwise) in or with land and house property and any other property, whether real or personal; and to develop and turn to account any land acquired by the Company, or in which the Company is or shall be interested; to advance money, either with or without security, to and to enter into contracts and arrangements of all kinds for any of the above purposes with public authorities, companies, builders, contractors, tenants or any other person or corporation undertaking to build on or improve any property in which the Company is interested, and to sell, exchange, let or otherwise dispose of all or any such lands, houses, shops, offices, factories, warehouses, stores, hotels or buildings of any kind.

(B) To carry on all or any of the businesses of builders, contractors, architects, decorators, furnishers, upholsterers, house and land agents and surveyors, valuers, rent collectors, farmers, graziers, millers, dairymen, dealers in farm and agricultural produce, job-masters, carriers, garage proprietors, licensed victuallers, tobacconists, confectioners, newsagents, carpenters, painters, joiners, paper and bellhangers, plumbers, glaziers, gas fitters, signwriters, gardeners, florists, seedsmen, engineers, ~~miners~~ excavators, stonecutters, stonemasons, quarrymen, iron and steel smelters, manufacturers of and merchants and dealers in bricks, tiles, terra-cotta, pottery, earthenware, hardware and all other building requisites, and ~~merchants~~ and dealers in liquid and other fuels, oils, timber, stone, sand, lime, gravel, clay, iron and other minerals and all building plant, stock and materials of every description.



- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

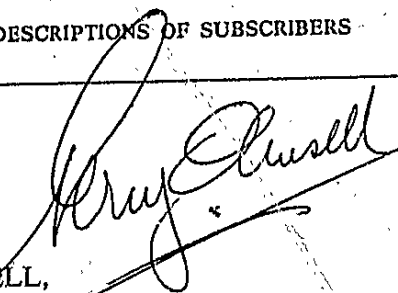
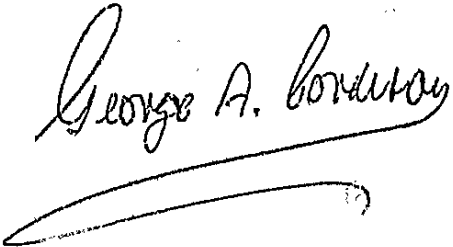
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

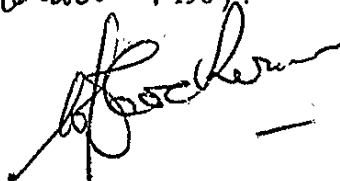
We the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
 PERCY O. ANSELL, 116, Chancery Lane, London, W.C.2. Commercial Manager	One
GEORGE A. CORDEROY 116, Chancery Lane, London, W.C.2. Assistant Manager 	One

Dated the 9th day of October, 1964.

Witness to the above Signatures—

W. L. COCKERILL
 116, Chancery Lane,
 London, W.C.2.



043505 14

The Companies Act, 1948.

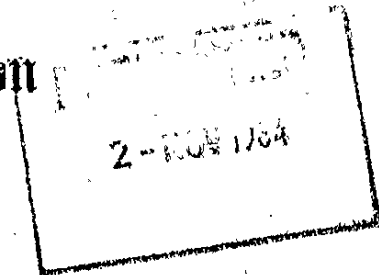


COMPANY LIMITED BY SHARES

Articles of Association

OF

SCENIC-VIEW
LIMITED



1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

4. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but need not exceed one. If and so long as there is a sole Director he shall have authority to exercise all the powers by Table A or these Articles vested in the Directors generally.

7. The first Director of the Company shall be appointed by the Subscribers hereto by an instrument in writing under their hands.

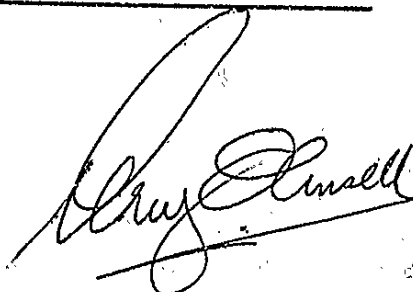
8. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

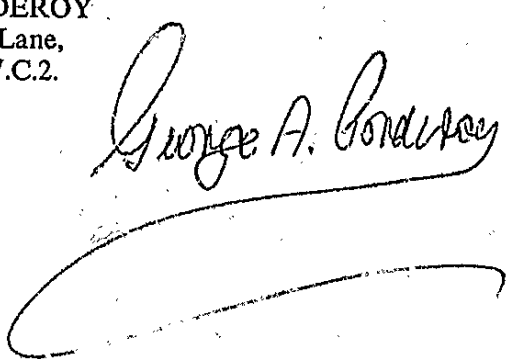
10. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

PERCY O. ANSELL,
116, Chancery Lane,
London, W.C.2.
Commercial Manager



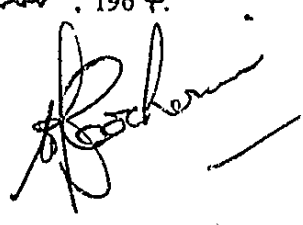
GEORGE A. CORDEROY
116, Chancery Lane,
London, W.C.2.
Assistant Manager.



Dated the 9th day of October, 1964.

Witness to the above Signatures—

W. L. COCKERILL
116, Chancery Lane,
London, W.C.2.



DUPLICATE FOR THE FILE.

No. 825606



Certificate of Incorporation

I Hereby Certify that

SCENIC-VIEW LIMITED

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

Given under my hand at London this SECOND DAY OF NOVEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L. S. Whitfield

Assistant Registrar of Companies.

Certificate
received by }



Date

Number of } 825606
Company }

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY



57
60

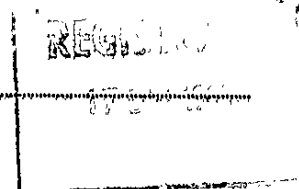
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Special Resolution

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

OF

SCENIC-VIEW
LIMITED.



Passed the 7th day of December 19 65.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 9 Crane Court, London, E.C.4.,

on the 7th day of December 19 65, the following Special Resolution was duly passed:—

- * That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by deleting Sub-Clauses (A) and (B) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clauses:—

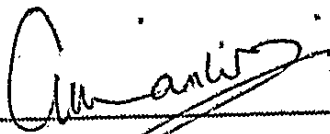
To carry on the business or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers, Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery and for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.

To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise, deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.


DIRECTOR.

139
The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 2nd day of November 19 64.



Director.



Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Number of Company 825606



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

SPECIAL RESOLUTIONS

(Pursuant to The Companies Act, 1948, Sections 10, 18, 61 and 141)

OF

SCENIC-VIEW LIMITED.

REGISTERED

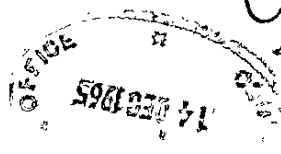
14 DEC 1965

Passed the 7th day of December, 1965.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 9 Crane Court, London, E. C. 4., on the 7th day of December, 1965, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the name of the Company be changed to "HOW-V. V. PRODUCTS LIMITED".
2. That the Share Capital of the Company be increased from £100 divided into 100 Shares of £1 each (which shall hereafter be described as "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares; and that there shall be attached to respective classes of Shares in the Capital of the Company the rights, privileges and conditions declared by the Articles of Association of the Company as adopted by the next succeeding Special Resolution.
3. That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof.

DIRECTOR.



46.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Robert
CHAIRMAN

SCENIC-VIEW LIMITED.

(Adopted by Special Resolution passed on the 7th day
of December, 1965)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948, (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75 and 89 to 97 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of this Article is £2,000 divided into 1,000 'A' Shares of £1 each and 1,000 'B' Shares of £1 each. The 'A' Shares and 'B' Shares rank pari passu for purposes of voting, dividends and winding up and confer the right to appoint Directors as provided by Article 9 hereof.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

8. The number of Directors shall be not less than five nor more than seven.

9. (A) From time to time the holders of each class of Share shall be entitled to appoint not less than two persons to be a Director of the Company.

(B) Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A be entitled to retain office as a Director until he is removed by the holders for the time being of the class of Shares by whom he was appointed.

(C) An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued Shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hand of the Secretary of such company), and such instrument shall only take effect on the service thereof at the Registered Office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

(D) A Director shall not be required to hold any Share qualifications.

(E) The Chairman of the Board of Directors shall be an independent person and shall be a Director nominated by the holders of the 'B' Shares and approved by the holders of the 'A' Shares; and Clause 101 in Part I of Table A shall be modified accordingly.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

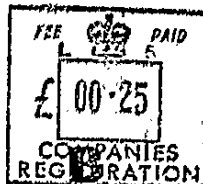
11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter

arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

No. 82/66



57-

Reference: C.R. 98/248/65

BOARD OF TRADE

COMPANIES ACT, 1948

SCENIC-VIEW 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

HOW-V. V. PRODUCTS LIMITED

REGISTERED

30 - DEC 1965

Signed on behalf of the Board of Trade

this THIRTIETH DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whistfield

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

C.60

2333 Wt.44346 ID.4133 12M 2/65 T.P. Gp.658.

DUPLICATE FOR THE FILE

No. 025606



Certificate of Incorporation on Change of Name

Whereas

SCENIC-VIEW LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **SECOND DAY OF NOVEMBER, 1964**

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

HOW-V. V. PRODUCTS LIMITED

Given under my hand at London, this **THIRTIETH DAY OF DECEMBER**
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

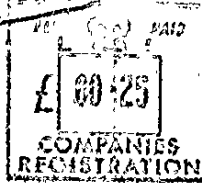
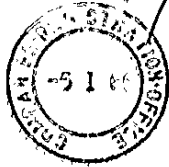
Certificate received by

L.S. Whitfield

Assistant Registrar of Companies.

Date

No. of Company: 825606 / 10 IN A



St
CA

The Companies Act, 1948

REGISTERED

COMPANY LIMITED BY SHARES 5 JAN 1966

Memorandum of Association

OF

D.P. Lockhart
SECRETARY.

HOW-V.V. PRODUCTS LIMITED.

(As altered by Special Resolution passed the
7th day of December, 1965)

Air Conditioning

1. The Name of the Company is "HOW-V V. PRODUCTS 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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers, Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery and for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.

(B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

* The name of the Company was on the 30th day of December, 1965, changed from "SCENIC-VIEW LIMITED" to "HOW-V.V. PRODUCTS LIMITED".

- (C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received. ✓

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company. ✓
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined. ✓
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies. ✓
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake. ✓
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments. ✓
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests. ✓

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions. /
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company. /
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others. /
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient. /
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company. /
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants. /

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

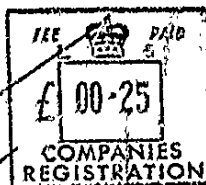
It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each

* By Resolution passed on the 7th day of December, 1965, the Share Capital of the Company was increased from £100 divided into 100 Shares of £1 each (hereafter described as "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares; and that there be attached to the respective classes of Shares the rights, privileges and conditions declared by the Articles of Association of the Company as adopted on the 7th day of December, 1965.

8-26-36
18 7/2/65
No. of COMPANY

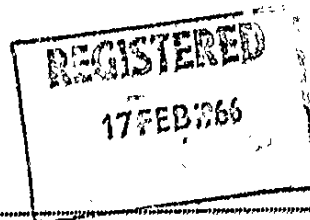


[C.F. 10]
5/ at

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF COMPANY SCENIC-VIEW

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

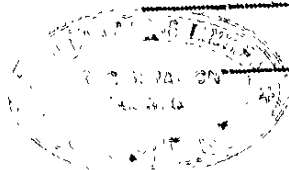
Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

R528 (A) □

Presented by



29 5/

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

~~GOENIC-VIE~~ LIMITED,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Special Resolution of the Company dated the
7th day of December, 1965, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 1,900- beyond the registered Capital of £ 100-

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
900-	"A" Shares	£1
1,000-	"B" Shares	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows —
as conferred by New Articles of Association adopted on
the 7th day of December, 1965.

~~of the new Shares are Preference Shares, and are (b) [not]~~
redeemable.

(Signature) W.P. Lockhart

(State whether Director, or Secretary) SECRETARY

Dated the 7th day of December, 1965

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

SCENIC-VIEW LIMITED,

(Adopted by Special Resolution passed on the 7th day
of December, 1965)

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948, (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75 and 89 to 97 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

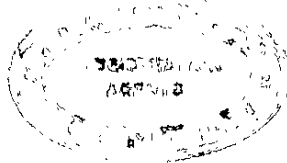
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of this Article is £2,000 divided into 1,000 'A' Shares of £1 each and 1,000 'B' Shares of £1 each. The 'A' Shares and 'B' Shares rank pari passu for purposes of voting, dividends and winding up and confer the right to appoint Directors as provided by Article 9 hereof.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.



GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum",

DIRECTORS.

8. The number of Directors shall be not less than five nor more than seven.

9. (A) From time to time the holders of each class of Share shall be entitled to appoint not less than two persons to be a Director of the Company.

(B) Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A be entitled to retain office as a Director until he is removed by the holders for the time being of the class of Shares by whom he was appointed.

(C) An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued Shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hand of the Secretary of such company), and such instrument shall only take effect on the service thereof at the Registered Office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

(D) A Director shall not be required to hold any Share qualifications.

(E) The Chairman of the Board of Directors shall be an independent person and shall be a Director nominated by the holders of the 'B' Shares and approved by the holders of the 'A' Shares; and Clause 101 in Part I of Table A shall be modified accordingly.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter

arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NO. OF COMPANY P25006

13

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY ROBITO-VIA

Inland
Revenue
Duty Stamp
to be
impressed
here.



LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

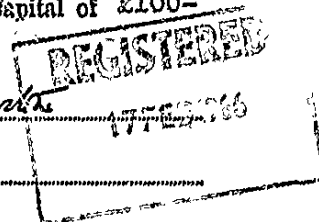
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 7th December, 1965 been increased by the addition thereto of the sum of £1,900— beyond the Registered Capital of £100—

Signature.....

W.P. Leckie

Date.....7th December, 1965..... Description.....SECRETARY.....



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

81437 (A)

Presented for registration by

7/12/65

40

No. 825606. 117

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

HOW-V.V. PRODUCTS LIMITED

Passed 5th December, 1968.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 165 King Street, Fenton, Stoke-on-Trent in the County of Stafford on the 5th day of December, 1968, the following ORDINARY RESOLUTION was duly passed, viz.:—

RESOLUTION.

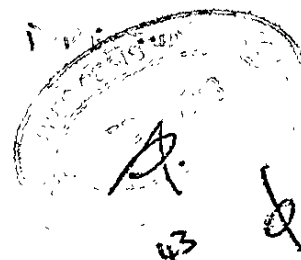
THAT the Share Capital of the Company be increased from £2,000 to £20,000 by the creation of 9,000 additional 'A' Shares of £1 each, ranking equally in all respects with the 1,000 existing 'A' Shares, and by the creation of 9,000 additional 'B' Shares of £1 each, ranking equally in all respects with the 1,000 existing 'B' Shares.



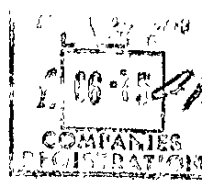
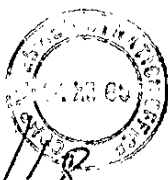
G. & W. Ltd. 10807 SM

*Sydney Melkell
Birmingham*

Michael V. How



NO. OF COMPANY 825606



[C.F. 10]

6/15

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

HOW2 V.V. PRODUCTS

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

89184 (0) L

Presented by

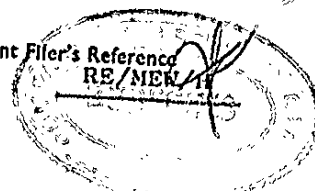
SYDNEY MITCHELL & CO.

112 COLMORE ROW.

BIRMINGHAM. 3.

Document Filer's Reference

RE/MEN/H



64

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES,

HOW - V.V. PRODUCTS Limited,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) an Ordinary Resolution of the Company dated the
5th day of December 1968, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£18,000 beyond the registered Capital of £2,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
9,000	'A' Ordinary Shares	£1
9,000	'B' Ordinary, Shares	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows:—

such new 'A' Ordinary Shares and such new 'B' Ordinary
Shares shall rank pari passu with existing 'A' Ordinary
and 'B' Ordinary shares respectively

~~of the new Shares are Preference Shares, and are (b) not~~
~~redeemable~~

(Signature) Michael J. Hen

(State whether Director, or Secretary) Director

Dated the 11th day of December 1968.

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

This margin to be reserved for binding.

18 days inc 4/6

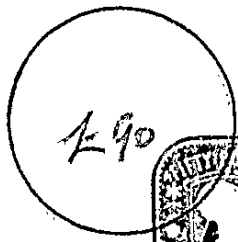
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NO. OF COMPANY. 825606

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1/2

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
affixed
here,



HOW - V.V. PRODUCTS

Statement of Increase of Nominal Capital

pursuant to Section 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, 1923.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 5th December 1968 been increased by the addition thereto of the sum of £18,000 beyond the Registered Capital of £2,000

Signature *Michael J. Shaw*

Date 11th December 1968

Description Director

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26

JORDAN & SONS, LTD.

SHAW & SONS LTD.

116, Chancery Lane, London, W.C2.

7, 8 & 9, Fetter Lane, London, E.C4.

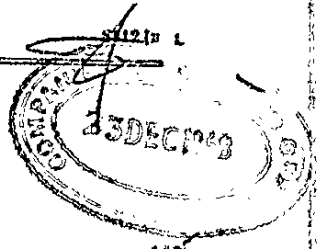
Law Stationers and Company Registration Agents.

Presented for registration by

SYDNEY MITCHELL & CO.

112 COLMORE ROW.

BIRMINGHAM. 5.



Reference: RE/MEN/H

No. of Company: 825506

The Companies Acts, 1948 to 1967

Special Resolution

of

HOW-V. V. PRODUCTS LIMITED

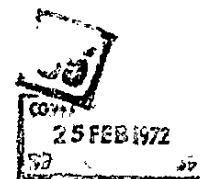
Passed the 7th day of February, 1972

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Station Tower, Station Square in the City of Coventry on the 7th day of February, 1972, the following SPECIAL RESOLUTION was duly passed:—

SPECIAL RESOLUTION

"That the name of the Company be changed to "How Products Limited".

E. Boydell
Secretary.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 825606

I hereby certify that

HCM-V. V. PRODUCTS LIMITED

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

HOW PRODUCTS LIMITED

Given under my hand at London the 9th March 1972


(F. L. H. S. J.)

Assistant Registrar of Companies

35

G.172

The Companies Act, 1948

RECEIVED
5 JUN 1973
H.M.S. 111

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

HOW PRODUCTS LIMITED

"HOW PRODUCTS LIMITED"

1. The Name of the Company is
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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers, Plumbers, Electrical Engineers and Contractors; Heating Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery and for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.
 - (B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid

COMPANIES REGISTRATION
30 MAY 1973
29 OFFICE 29

* The name of the Company was on the 30th day of December, 1965, changed from "SCENIC-VIEW LIMITED" to "HOW-V.V. PRODUCTS LIMITED"

* The name of the Company was on the 9th day of March, 1972, changed from "HOW-V.V. PRODUCTS LIMITED" to "HOW PRODUCTS LIMITED".

25 SEP 1973
25 OFFICE 25

- (C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire or propose to

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds divided into One Hundred Shares of One Pound each

* By Resolution passed on the 7th day of December 1965 the Share Capital of the Company was increased from £1000 divided into 100 Shares of £1 each (hereafter designated "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares and that there be attached to the respective classes of Shares the rights, privileges and conditions declared by the Articles of Association of the Company as adopted by the 7th day of December, 1965.

By resolution passed on 5th December, 1968 the Share Capital of the Company was increased from £2000 divided into 1000 'A' Shares of £1 and 1000 'B' Shares of £1 to £20,000 by the creation of 9000 additional 'A' Shares of £1 each ranking equally with the 1000 existing 'A' Shares, and by the creation of 9000 additional 'B' Shares of £1 each ranking equally in all respects with the existing 1000 existing 'B' Shares.

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 Sub- scriber.
<p>Percy O. Ansell, 116, Chancery Lane, London, W. C. 2. Commercial Manager.</p> <p>George A. Corderoy, 116, Chancery Lane, London, W. C. 2. Assistant Manager.</p>	<p>One</p> <p>One</p>

Dated this 9th day of October, 1964.

Witness to the above Signatures:-

W. L. Cockerill,
116, Chancery Lane,
London, W. C. 2.

COMPANY LIMITED BY SHARES

Articles of Association

of

HOW PRODUCTS LIMITED.

~~(Adopted by Special Resolution passed at a General Meeting of the Company held on 5th December, 1968)~~

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948, (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75 and 89 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of this Article is £2,000 divided into 1,000 'A' Shares of £1 each and 1,000 'B' Shares of £1 each. The 'A' Shares and 'B' Shares rank pari passu for purposes of voting, dividends and winding up and confer the right to appoint Directors as provided by Article 9 hereof.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

By resolution passed on 5th December, 1968 the Share Capital of the Company was increased from £2000 divided into 1000 'A' Shares of £1 and 1000 'B' Shares of £1 to £20,000 by the creation of 9000 additional 'A' Shares of £1 each ranking equally with the 1000 existing 'A' Shares, and by the creation of 9000 additional 'B' Shares of £1 each ranking equally in all respects with the existing 1000 existing 'B' Shares.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

8. The number of Directors shall be not less than five nor more than seven.

9. (A) From time to time the holders of each class of Share shall be entitled to appoint not less than two persons to be a Director of the Company.

(B) Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A be entitled to retain office as a Director until he is removed by the holders for the time being of the class of Shares by whom he was appointed.

(C) An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued Shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hand of the Secretary of such company), and such instrument shall only take effect on the service thereof at the Registered Office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

(D) A Director shall not be required to hold any Share qualifications.

(E) The Chairman of the Board of Directors shall be an independent person and shall be a Director nominated by the holders of the 'B' Shares and approved by the holders of the 'A' Shares; and Clause 101 in Part I of Table A shall be modified accordingly.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter

arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

No. of Company 825606/32



The Companies Acts 1943 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

HOW PRODUCTS LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 12th November, 1973 the following Resolution was passed as a Special Resolution:-

RESOLUTION

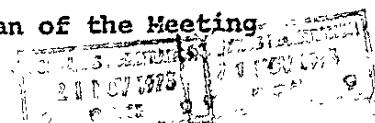
That the name of the Company be changed to MODUCEL LIMITED with effect from ~~2nd January 1974~~.

Dated 12th November, 1973.



Michel [Signature]

Chairman of the Meeting





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 825606/32

I hereby certify that

HOW PRODUCTS LIMITED

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

MODUCEL LIMITED

Given under my hand at London the 2nd January 1974

H. Taylor
H. TAYLOR

Assistant Registrar of Companies

No. of Company 825606

135-

The Companies Acts 1948
to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

MODUCEL LIMITED

still. Pte.

AT an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held
on Tuesday, 12th February 1974 the
following Resolution was passed as a
Special Resolution:-

RESOLUTION

That the regulations contained
in the document submitted to the
Meeting, and for the purpose of
identification subscribed by the
Chairman hereof, be approved and
adopted as the Articles of
Association of the Company in
substitution for and to the
exclusion of all existing Articles
thereof



DATED 12th February 1974



Michael P. H.

Chairman of the Meeting

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COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

MODUCEL LIMITED

(Adopted by Special Resolution passed
12th February 1974)

-
1. The Articles hereinafter contained, and subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
 2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations 1, 3, 4, 5 and 6 of Part II of Table A shall not apply to the Company.
 3. In these Articles the expression "the Controlling Company" means How Group (Holdings) Limited.

SHARES

4. No share shall be issued or transferred to or held by any person other than the Controlling Company or a Director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director, shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request, and unless such member or his personal representatives or other person entitled to execute a transfer thereof, shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address, a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

9. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member, shall have one vote, and, on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

12. In these Articles the words "the Directors" means the Board of Directors of the Company for the time being and the word "Director" shall be construed accordingly but neither expression shall include a "Special Director" or deemed to be a member of the Board or any committee thereof.

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

- (A) Any person who is a Director of the Controlling Company for so long only as such person is a Director of the Controlling Company, and
- (B) Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary or the assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph (B) of this Article.

14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company

15. (A) The Directors may from time to time appoint any manager or other officer or person in the employment of the Company to be a Special Director of the Company.
- (B) A Special Director shall not be required to hold any share qualification.
- (C) The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise, and his office as a Special Director shall be vacated if he becomes of

unsound mind, or bankrupt or suspends payment or compounds with his creditors, or has an order made against him under Section 188 of the Act, or any statutory modification or re-enactment thereof for the time being in force, or if he resigns his office in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director, or in the event of his being removed from office by a resolution of a majority of the Directors

(D) The appointment, removal and remuneration of the Special Directors shall be determined by the Directors with full power to make such arrangements as the Directors may 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 or approval of the Special Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Special Directors except with his or their knowledge and consent.

(E) In calculating the number to form a quorum at any meeting of the Directors any Special Directors present shall not be counted. A Special Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting.

16. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

17. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 13 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

18. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

19. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF DIRECTORS

20. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

21. The Office of a Director shall be forthwith vacated:-

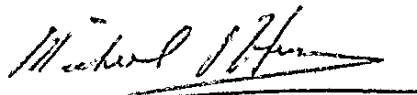
- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 16.
- (7) If he ceases to be eligible under Article 13.

PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a Director of the Controlling Company.

23. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

This is a copy of the Articles of Association of the Company referred to in a Special Resolution passed 12th February 1974



Chairman of the Meeting

No. of Company : 825606

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

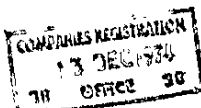
MODUCEL LIMITED

(Passed 11th December 1974)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 11th December 1974, the following Resolutions were passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the 10,000 "A" Shares of £1 each and the 10,000 "B" Shares of £1 each in the capital of the Company be consolidated into one class of 20,000 Ordinary Shares of £1 each
2. That the authorised share capital of the Company be increased to £20,200 by the addition thereto of £200 divided into 20,000 new Ordinary Shares of 1p each
- 3.(A). That forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (B) of this Resolution, each of the issued 20,000 Ordinary Shares of £1 each in the capital of the Company be converted into a Deferred Share of £1 having the rights and being subject to the restrictions attached thereto by paragraph (C) of this Resolution.
- (B). That upon the recommendation of the Directors, it is desirable to capitalise the sum of £200 being part of the amount standing to the credit of the Reserves of the Company and that accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such



sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 20,000 unissued new Ordinary Shares of 1p each to be allotted and distributed, credited as fully paid up to and among such persons in the proportion aforesaid

(C). That the rights, privileges and conditions attaching to the said Deferred Shares shall be as follows :-

- (1) The right to receive by way of dividend in respect of any year or financial period of the Company in which the profits of the Company exceed £1,000,000 a dividend paid on the Ordinary Shares of the Company in respect of such period in excess of 100 per cent
- (2) On a return of assets on liquidation or otherwise the right to receive out of the surplus assets of the Company remaining after payment of its liabilities the sum of 1p per share but no further right to participate in assets any balance being distributed among the holders of the Ordinary Shares

4. That the regulations contained in the document marked "A" submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Dated 11th December 1974



Chairman of the Meeting

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

MODUCEL LIMITED

(Adopted by Special Resolution passed

1974)

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.
- (b) Regulations 3, 5, 22 to 24 inclusive, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulations 3 and 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice 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 such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. All transfers of shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act 1963, or in such other form as the Directors may from time to time or at any time approve. Except in the case of partly paid shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee, the provisions of the Stock Transfer Act 1963 shall apply to any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
7. The right to transfer shares in the Company shall be subject to the following restrictions, namely:-
 - 7.1 Subject as in these Articles provided, any share in the capital of the Company may be transferred to any member of the Company.
 - 7.2 Except as provided in paragraph 7.1 of this Article, no member, personal representative, trustee in bankruptcy or other person otherwise entitled to transfer shares in the capital of the Company who wishes to dispose of an interest in all or some of those shares shall be entitled to do so without first offering the shares in which he wishes to dispose of an interest for transfer to the other members for the time being. Such offer shall be made by

the person wishing to dispose of the interest (hereinafter called "the proposing transferor") by notice in writing to the Company (hereinafter called "a transfer notice"). No transfer notice shall relate to more than one class of shares and a transfer notice once given shall not be revocable save with the consent of the Directors.

- 7.3 The transfer notice shall specify the shares offered (hereinafter called "the said shares") and it shall constitute the Directors as the agents of the proposing transferor for the sale of the said shares to other members of the Company at such price as shall be agreed upon between the proposing transferor and the Directors, or in default of agreement, as shall be certified in writing pursuant to the provisions of paragraph 7.4 of this Article as being a fair price as between a willing seller and a willing buyer calculated on the basis of a valuation of the business of the Company as a going concern at the date of the transfer notice and dividing such valuation by a fraction whose numerator shall be the nominal value of the said shares and whose denominator shall be the nominal value of all the shares of the Company in issue at the time of such valuation.
- 7.4 If, after the expiry of a period of fourteen days from the date of service of the transfer notice on the Company, the price shall not have been agreed as aforesaid, the Directors will forthwith procure that the price shall be certified in writing to them at the joint expense of the members of the Company by the auditors of the Company for the time being or, if they shall be unwilling to act, by such independent Chartered Accountant as shall be agreed between the members of the Company or in default of agreement as shall be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales the auditors or such Chartered Accountant (as the case may be) acting as experts and not as arbitrators and so that the Arbitration Act 1950 or any statutory re-enactment or modification thereof shall not apply.
- 7.5 Upon the price being agreed as aforesaid or being certified pursuant to paragraph 7.4 of this Article, the Directors shall forthwith give notice to all the members of the Company other than the proposing transferor of the number and description of the said shares inviting each of such members to state by notice in writing to the Company within twenty one days whether he is willing to purchase any and, if so, what maximum number of the said shares, and shall also forthwith give a copy of such notice to the proposing transferor.
- 7.6 At the expiration of the said period of twenty one days the Directors shall allocate the said shares to or amongst such members as shall have expressed their willingness to purchase and (in the event of competition) such allocation shall be made so far as practicable pro rata according to the number of shares of the Company already held by such members respectively but up to a maximum in the case of each member of the maximum number of the said shares which such member shall have expressed his willingness to purchase.

7.7

Upon such allocation being made, the members to or amongst whom such allocation shall have been made shall be bound to pay the purchase price for, and to accept a transfer of, the shares so allocated to them respectively, and the proposing transferor shall be bound upon payment of the purchase price to transfer such shares to the respective purchasers.

7.8

If in any case the proposing transferor, after having become bound to transfer shares as aforesaid, makes default in so doing, the Company may receive the purchase price on his behalf and the Directors may appoint some person to execute instruments of transfer of such shares in favour of the purchasers thereof and shall thereupon cause the names of such purchasers to be entered in the Register of Members of the Company as the holders of the shares and shall hold the purchase price in trust for the proposing transferor. The receipt of the Company therefor shall be a good discharge to the purchasers of the shares, and after their names shall have been entered in the Register of Members of the Company in exercise of the aforesaid power the validity of the transactions shall not be questioned by any person.

7.9

If, at the expiration of the period of twenty one days referred to in paragraph 7.5 of this Article, any of the said shares shall not have been sold in accordance with the provisions of this Article, the proposing transferor may at any time within a period of twenty one days after the expiration of the said period of twenty one days referred to in paragraph 7.5 of this Article transfer the shares not so sold to any person and at any price not being less than the price which shall have been agreed or certified pursuant to the provisions of this Article.

7.10

No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

7.11

For the purposes of this Article, the expression "transfer" includes any method whereby a share or any interest therein to which a person is or will become entitled may be or become transferred or allotted to or vested in another person including in particular (but without prejudice to the generality of the foregoing) the renunciation of any letter of allotment or letter of rights and the signature of any form of nomination.

7.12

Any of the above provisions may be varied with the consent of all the shareholders.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two
9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly,
10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated:-
 - 13.1. If by notice in writing to the Company he resigns the office of Director
 - 13.2. If he ceases to be a Director by virtue of Section 182 of the Act
 - 13.3. If he becomes bankrupt or enters into any arrangement with his creditors
 - 13.4. If he is prohibited from being a Director by an order made under any of the provisions of Section 183 of the Act

13.5. If he becomes of unsound mind

13.6 If he is removed from office by a resolution duly passed under Section 184 of the Act or Article 15

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age,

ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

This is the document referred to in the Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on 11th December 1974.


Chairman

No. of Company

825606

138

THE COMPANIES ACTS 1948 to 1967

Notice and Statement of Increase in Nominal Capital

*DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overlay for notes.

To THE REGISTRAR OF COMPANIES

Insert name of company.

MODUCEL

State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a Special Resolution of the Company dated the 11th day of December 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 200 beyond the registered capital of £ 20,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
20,000	Ordinary	1p

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

Signature

State whether Director or Secretary

Director

Dated the 11th day of December 1974

Presented by

Presenter's Reference

11

59

Evershed & Tomkinson

145 Great Charles Street
Birmingham B3 3LX

COMPANIES REGISTRATION
13 DEC 1974
28 OFFICE 38

825606

42

Pursuant to Section 62 of the Companies Act 1948.

MODUCEL

LIMITED

Presenter's Reference 11/5

Form No. 28
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court,
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

F16742.15-7-08

Companies 4B

FORMS
10-1-68
CIRCE I.P.T.O.

TO THE REGISTRAR OF COMPANIES.

MODUCEL

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that by a Special Resolution passed on 18th December 1974 the 20,000 Deferred Shares of £1 each of the Company were converted into 20,000 Ordinary Shares of £1 each, and every hundred of the 20,000 Ordinary Shares of 1p each were consolidated into one Ordinary Share of £1.

(Signature) _____

(State whether Director or Secretary) DIRECTOR & SECRETARY

Dated the 18th day of December 19 74

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

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

MODUCEL LIMITED

(Passed 18th December 1974)


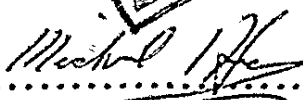
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 18th December 1974, the following Resolution was passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the capital of the Company which is at present £20,200 divided into 20,000 Deferred Shares of £1 each and 20,000 Ordinary Shares of 1p each be reorganised, so as to be £20,200 divided into 20,200 Ordinary Shares of £1 each, as follows :-

1. by the conversion of the 20,000 Deferred Shares of £1 each into 20,000 Ordinary Shares of £1 each.
2. by the consolidation of every hundred of the 20,000 Ordinary Shares of 1p each into one Ordinary Share of £1.

Dated 18th December 1974



.....
Chairman of the Meeting

13/2
Number of Company: 825606 47

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

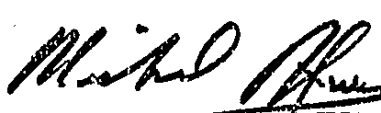
of

MODUCEL LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 16th January, 1976, at 11.15 a.m., the following resolution set out and numbered 1 in the Notice of Meeting dated 9th January, 1976, was duly passed as an Ordinary Resolution:

RESOLUTION

1. That the nominal share capital of the Company be increased from £20,200 divided into 20,200 Ordinary Shares of £1 each to £40,400 divided into 40,400 Ordinary Shares of £1 each.


Chairman of the Meeting



16/1/76

No. of Company. 825606

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

MODUCEL

State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Ordinary Resolution of the Company dated the
16th day of January 19 76 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 20,200
beyond the registered capital of £ 20,200

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
20,200	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Ranking pari passu with existing shares.

Signature

State whether Director
or Secretary

Dated the 16th day of January 19 76

Presented by

Presenter's Reference CGV/11

Evershed & Tomkinson,

10, Newhall Street,
Birmingham B3 3JX.

(see notes overleaf)

Number of Company: 825606

49

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MODUCEL LIMITED

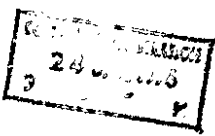
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 16th January, 1976, at 11.15 a.m., the following resolutions set out and numbered 2 and 3 in the Notice of Meeting dated 9th January, 1976 were duly passed as Special Resolutions:

RESOLUTIONS

2. That upon the recommendation of the Directors, it is desirable to capitalise the sum of £20,200 from the Company's reserves and that accordingly such sum be set free for distribution among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 20,200 unissued Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and among such persons in the proportion aforesaid.
3. That the Articles of Association of the Company be amended by the deletion in line 11 of paragraph 7.3 of Article 7 of the word "dividing" and the substitution therefor of the word "multiplying".

Michael [Signature]

Chairman of the Meeting



10/1/76

Number of Company: 825606 / 51

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MODUCEL LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 16th January, 1976, at 11.15 a.m., the following resolutions set out and numbered 2 and 3 in the Notice of Meeting dated 7th January, 1976 were duly passed as Special Resolutions:

RESOLUTIONS

2. That upon the recommendation of the Directors, it is desirable to capitalise the sum of £20,200 from the Company's reserves and that accordingly such sum be set free for distribution among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 20,200 unissued Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and among such persons in the proportion aforesaid.
3. That the Articles of Association of the Company be amended by the deletion in line 11 of paragraph 7.3 of Article 7 of the word "dividing" and the substitution therefor of the word "multiplying".

Michael [Signature]

Chairman of the Meeting

16/1/76

Number of Company: 825606

52
FCA 9/12
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum
and
Articles of Association
of
MODUCEL LIMITED.
HOWE-VI PRODUCTS LIMITED.

Incorporated the 2nd day of November, 1964.

SOLICITORS:
Sydney Mitchell & Co.,
Birmingham.

JORDAN & SONS, LIMITED
Company Secretaries, Agents, Seal Engravers, Printers and Stationers,
116 & 117, Fleet Street, London, W.C.2 and 13 Broad Street, London, E.C.4

COMPANIES REGISTRATION
- 9 FEB 1965
44 OFFICE

24 FEB 1965

~~EUAS 132~~

A 20200
F 40400
SP. No. - 30/1/76
Date

Stiebrvale

MODUCEL LIMITED

- 

no changes
in depth

- * The name of the Company was on the 30th day of December, 1965, changed from "SCINIC-VIEW LIMITED" to "HOW-V.V. PRODUCTS LIMITED".
- * The name of the Company was on the 7th day of February 1972 changed from "HOW-V.V. PRODUCTS LIMITED" to "HOW PRODUCTS LIMITED".
- * The name of the Company was on the 2nd day of January, 1974 changed from "HOW PRODUCTS LIMITED" to "MODUCEL LIMITED".

- (C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5* The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

* By Resolution passed on the 7th day of December, 1965, the Share Capital of the Company was increased from £100 divided into 100 Shares of £1 each (hereafter described as "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares; and that there be attached to the respective classes of Shares the rights, privileges and conditions declared by the Articles of Association of the Company as adopted on the 7th day of December, 1965.

* By Resolution passed on the 5th day of December, 1968 the Share Capital of the Company was increased from £2,000 divided into 1,000 "A" Shares of £1 and 1,000 "B" Shares of £1 to £20,000 by the creation of 9,000 additional "A" Shares of £1 each ranking equally with the 1,000 existing "A" Shares, and by the creation of 9,000 additional "B" Shares of £1 each ranking equally in all respects with the existing 1,000 "B" Shares,

* By Resolutions passed on the 11th day of December 1974:

The 10,000 "A" Shares of £1 each and the 10,000 "B" Shares of £1 each were consolidated into one class of 20,000 Ordinary Shares of £1 each,

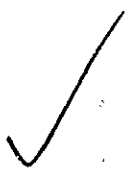
The Authorised Share Capital of the Company was increased to £20,200 by the addition thereto of £200 divided into 20,000 new Ordinary Shares of 1p each.

Each of the 20,000 Ordinary Shares of £1 each was then converted into a Deferred Share of £1 having the rights and restrictions in accordance with paragraph 'C' of the said Resolution,

* By Resolution passed on the 18th day of December, 1974, the 20,000 Deferred Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each and the 20,000 Ordinary Shares of 1p each were consolidated into 200 Ordinary Shares of £1 each.

* By Resolution passed on the 16th day of January, 1976:

The Share Capital of the Company was increased from £20,200 divided into 20,200 Ordinary Shares of £1 each to £40,400 divided into 40,400 Ordinary Shares of £1 each.



WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company, set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Sub- scriber,
<p>Percy O. Ansell, 116, Chancery Lane, London, W. C. 2. Commercial Manager.</p> <p>George A. Corderoy, 116, Chancery Lane, London, W. C. 2. Assistant Manager.</p>	<p>One</p> <p>One</p>

Dated this 9th day of October, 1964.

Witness to the above Signatures:-

W. L. Cockerill,
116, Chancery Lane,
London. W. C. 2.

Company No: 825606

A'

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

-of-

MODUCEL LIMITED

(Adopted by Special Resolution passed *11th Dec.* 1974)

Incorporated 2nd November 1964

Evershed & Tomkinson
Solicitors
Birmingham
B3 3LX

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 such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided,

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. All transfers of shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act 1963, or in such other form as the Directors may from time to time or at any time approve. Except in the case of partly paid shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee, the provisions of the Stock Transfer Act 1963 shall apply to any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
7. The right to transfer shares in the Company shall be subject to the following restrictions, namely:-
 - 7.1 Subject as in these Articles provided, any share in the capital of the Company may be transferred to any member of the Company.
 - 7.2 Except as provided in paragraph 7.1 of this Article, no member, personal representative, trustee in bankruptcy or other person otherwise entitled to transfer shares in the capital of the Company who wishes to dispose of an interest in all or some of those shares shall be entitled to do so without first offering the shares in which he wishes to dispose of an interest for transfer to the other members for the time being. Such offer shall be made by

the person wishing to dispose of the interest (hereinafter called "the proposing transferor") by notice in writing to the Company (hereinafter called "a transfer notice"). No transfer notice shall relate to more than one class of shares and a transfer notice once given shall not be revocable save with the consent of the Directors.

- 7.3 The transfer notice shall specify the shares offered (hereinafter called "the said shares") and it shall constitute the Directors as the agents of the proposing transferor for the sale of the said shares to other members of the Company at such price as shall be agreed upon between the proposing transferor and the Directors, or in default of agreement, as shall be certified in writing pursuant to the provisions of paragraph 7.4 of this Article as being a fair price as between a willing seller and a willing buyer calculated on the basis of a valuation of the business of the Company as a going concern at the date of the transfer notice and multiplying such valuation by a fraction whose numerator shall be the nominal value of the said shares and whose denominator shall be the nominal value of all the shares of the Company in issue at the time of such valuation.
- 7.4 If, after the expiry of a period of fourteen days from the date of service of the transfer notice on the Company, the price shall not have been agreed as aforesaid, the Directors will forthwith procure that the price shall be certified in writing to them at the joint expense of the members of the Company by the auditors of the Company for the time being or, if they shall be unwilling to act, by such independent Chartered Accountant as shall be agreed between the members of the Company or in default of agreement as shall be nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales the auditors or such Chartered Accountant (as the case may be) acting as experts and not as arbitrators and so that the Arbitration Act 1950 or any statutory re-enactment or modification thereof shall not apply.
- 7.5 Upon the price being agreed as aforesaid or being certified pursuant to paragraph 7.4 of this Article, the Directors shall forthwith give notice to all the members of the Company other than the proposing transferor of the number and description of the said shares inviting each of such members to state by notice in writing to the Company within twenty one days whether he is willing to purchase any and, if so, what maximum number of the said shares, and shall also forthwith give a copy of such notice to the proposing transferor.
- 7.6 At the expiration of the said period of twenty one days the Directors shall allocate the said shares to or amongst such members as shall have expressed their willingness to purchase and (in the event of competition) such allocation shall be made so far as practicable pro rata according to the number of shares of the Company already held by such members respectively but up to a maximum in the case of each member of the maximum number of the said shares which such member shall have expressed his willingness to purchase.

- 7.7 Upon such allocation being made, the members to or amongst whom such allocation shall have been made shall be bound to pay the purchase price for, and to accept a transfer of, the shares so allocated to them respectively, and the proposing transferor shall be bound upon payment of the purchase price to transfer such shares to the respective purchasers.
- 7.8 If in any case the proposing transferor, after having become bound to transfer shares as aforesaid, makes default in so doing, the Company may receive the purchase price on his behalf and the Directors may appoint some person to execute instruments of transfer of such shares in favour of the purchasers thereof and shall thereupon cause the names of such purchasers to be entered in the Register of Members of the Company as the holders of the shares and shall hold the purchase price in trust for the proposing transferor. The receipt of the Company therefor shall be a good discharge to the purchasers of the shares; and after their names shall have been entered in the Register of Members of the Company in exercise of the aforesaid power the validity of the transactions shall not be questioned by any person.
- 7.9 If, at the expiration of the period of twenty one days referred to in paragraph 7.5 of this Article, any of the said shares shall not have been sold in accordance with the provisions of this Article, the proposing transferor may
at any time within a period of twenty one days after the expiration of the said period of twenty one days referred to in paragraph 7.5 of this Article transfer the shares not so sold to any person and at any price not being less than the price which shall have been agreed or certified pursuant to the provisions of this Article.
- 7.10 No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.
- 7.11 For the purposes of this Article, the expression "transfer" includes any method whereby a share or any interest therein to which a person is or will become entitled may be or become transferred or allotted to or vested in another person including in particular (but without prejudice to the generality of the foregoing) the renunciation of any letter of allotment or letter of rights and the signature of any form of nomination.
- 7.12 Any of the above provisions may be varied with the consent of all the shareholders.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two
9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated:-
 - 13.1. If by notice in writing to the Company he resigns the office of Director
 - 13.2. If he ceases to be a Director by virtue of Section 182 of the Act
 - 13.3. If he becomes bankrupt or enters into any arrangement with his creditors
 - 13.4. If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two
9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
10. The words "In General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated:-
 - 13.1. If by notice in writing to the Company he resigns the office of Director
 - 13.2. If he ceases to be a Director by virtue of Section 182 of the Act
 - 13.3. If he becomes bankrupt or enters into any arrangement with his creditors
 - 13.4. If he is prohibited from being a Director by an order made under any of the provisions of Section 183 of the Act

13.5. If he becomes of unsound mind

13.6 If he is removed from office by a resolution duly passed under Section 184 of the Act or Article 15

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age,

ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

This is the document referred to in the Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on 17th Dec 1974.

.....
Chairman

Number of Company: 825606

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

MODUCEL LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held on 22nd September 1980
the following resolution,
was duly passed as an Ordinary Resolution.

RESOLUTION:

1. That the nominal share capital of the Company be increased from £40,400 divided into 40,400 Ordinary Shares of £1 each to £100,000 divided into 100,000 Ordinary Shares of £1 each.

Michael D. [Signature]

Chairman of the Meeting

80

14 OCT 1980

No. of Company 825606

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company Moducel Limited*
hereby gives you notice that by ordinary/~~extraordinary~~/special** resolution of the company dated the
22nd September 1980 the nominal capital of the company has been increased by
the addition thereto of a sum of £ 59,600 beyond the registered capital of £ 40,400

The additional capital is divided as follows:—

Number of shares	Class of share	Nominal amount of each share
59,600	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:—
(If any of the shares are preference shares state whether they are redeemable or not)

Rank pari passu with all existing Shares

Signed

State whether Director
Director or Secretary

Date 22nd September 1980

- * Delete "Limited" if not applicable
- ** Delete as necessary

(see notes overleaf)

Presented by:

Presenter's reference:

C.A. 38.

Form No. 10

14 OCT 1980



Margin reserved for binding

Number of Company: 825606

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
MODUCEL LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 22nd September 1980 the following resolution was duly passed as Special Resolutions:

RESOLUTION

That upon the recommendation of the Directors, it is desirable to capitalise the sum of £40,400 from the Company's reserve and that accordingly such sum be set free for distribution among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 40,400 unissued Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and among such persons in the proportion aforesaid, that is to say in the proportion of one Ordinary Share of £1 for every Ordinary Share of £1 then held by them respectively.



Chairman of the Meeting



Number of Company: 825606

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1981

(COPY)

special resolution(s)

of MODUCEL Limited
At an Extraordinary General Meeting of the members of the above-named company, duly convened and
held at The Registered Office, King Street, Fenton, Stoke on Trent, Staffs.
on the twenty-fifth day of April, 1984
the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT Article 7 of the Company's Articles of Association be amended
by -

[1] Deleting the existing Article 7.1 and inserting the following:

7.1.1. Any share in the capital of the company registered in the
name of either Michael John How - OR - Margaret Elspeth Blyth How may
be transferred to any Preferred Purchaser (as hereinafter defined)
provided that such Preferred Purchaser is for the time being a Director
of the Company and that the transfer price of the share shall be
equivalent to the price which would be attributable to that share
under the provisions of Article 7.4. hereof if that share were the
subject of a transfer notice served under Article 7.2 hereof.

For the purposes of this provision "Preferred Purchaser" shall mean
any of the following persons -

John Gardiner

Denis John Leighton

Geoffrey Tyson

Edward John Wilshaw.

7.1.2 Subject as in these Articles provided any share in
the capital of the company may be transferred to any member of the
company.

[2] Deleting the existing Article 7.3 and inserting the following -

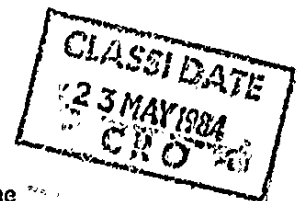
7.3 The transfer notice shall specify the shares offered (hereinafter
called "the said shares") and it shall constitute the Directors as the agents
of the proposing transferor for the sale of the said shares to other members
of the company at the price determined or to be determined in accordance with
Article 7.4 below

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the
Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent
to Jordan & Sons Ltd. for that purpose.



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010




[3] Deleting the existing Article 7.4 and inserting the following -

7.4 The price of each of the said shares shall be such sum as shall have been or shall be agreed between the Company's Accountant for the time being and the Inland Revenue in the financial year during which the relevant transfer notice was served as being the current value of each share of that class. In case there is any doubt at any time as to the price of any share, the certificate of the Company's Accountant for the time being shall be conclusive.

[4] Deleting the words - "Upon the price being agreed as aforesaid or being certified pursuant to paragraph 7.4 of this Article" - at the beginning of Article 7.4 and inserting instead the words - "Upon the price having being determined pursuant to paragraph 7.4 of this Article".

Signed


.....
Chairman.

No. of Company 825606

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

MODUCEL LIMITED

(Incorporated the 2nd day of November 1984)



Jordan & Sons Limited
Company Formation and Information Services
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PO Box 260, 15 Pembroke Road
Bristol BS99 7DX
Telephone 0272-732861 Telex 449119

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MODUCEL LIMITED



1. *The Name of the Company is "MODUCEL 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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers, Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.

(B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

(C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

* The name of the Company was, on the 30th day of December, 1965, changed from "SCENIC-VIEW LIMITED" to "HOW-V.V. PRODUCTS LIMITED".

* The name of the Company was on the 7th day of February, 1972, changed from "HOW-V.V. PRODUCTS LIMITED" to "HOW PRODUCTS LIMITED".

* The name of the Company was on the 2nd day of January, 1974, changed from "HOW PRODUCTS LIMITED" to "MODUCEL LIMITED".

(D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having

dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake,

(L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments,

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests,

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. *The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

* By Resolution passed on the 7th day of December, 1965, the Share Capital of the Company was increased from £100 divided into 100 Shares of £1 each (hereafter described as "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares; and that there be attached to the respective classes of Shares the rights, privileges

and conditions declared by the Articles of Association of the Company as adopted on the 7th day of December 1965.

* By Resolution passed on the 5th day of December 1968, the Share Capital of the Company was increased from £2,000 divided into 1,000 "A" Shares of £1 and 1,000 "B" Shares of £1 to £20,000 by the creation of 9,000 additional "A" Shares of £1 each ranking equally with the 1,000 existing "A" Shares, and by the creation of 9,000 additional "B" Shares of £1 each ranking equally in all respects with the existing 1,000 "B" Shares.

* By Resolutions passed on the 11th day of December 1974:

The 10,000 "A" Shares of £1 each and the 10,000 "B" Shares of £1 each were consolidated into one class of 20,000 Ordinary Shares of £1 each.

The Authorised Share Capital of the Company was increased to £20,000 by the addition thereto of £200 divided into 20,000 new Ordinary Shares of 1p each. Each of the 20,000 Ordinary Shares of £1 each was then converted into a Deferred Share of £1 having the rights and restrictions in accordance with paragraph "C" of the said Resolution.

* By Resolution passed on the 18th day of December 1974, the 20,000 Deferred Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each and the 20,000 Ordinary Shares of 1p each were consolidated into 200 Ordinary Shares of £1 each.

* By Resolution passed on the 16th day of January, 1976:

The Share Capital of the Company was increased from £20,200 divided into 20,200 Ordinary Shares of £1 each to £40,400 divided into 40,400 Ordinary Shares of £1 each.

* By Resolution passed on 22nd September 1980:

The nominal Share Capital of the Company was increased from £40,400 divided into 40,400 Ordinary Shares of £1 each to £100,000 divided into 100,000 Ordinary Shares of £1 each.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

MODUCEL LIMITED

(Adapted by Special Resolution passed on the 11th day of December 1974 and amended by Special Resolutions passed on the 25th day of April 1984).

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 22 to 24 inclusive, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulations 3 and 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice 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 such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to those Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. All transfers of shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act 1963, or in such other form as the Directors may from time to time or at any time approve. Except in the case of partly paid shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee, the provisions of the Stock Transfer Act 1963 shall apply to any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

7. The right to transfer shares in the Company shall be subject to the following restrictions, namely:-

7.1.1. Any share in the capital of the Company registered in the name of either Michael John How - OR - Margaret Elspeth Blyth How may be transferred to any Preferred Purchaser (as hereinafter defined) provided that such Preferred Purchaser is for the time being a Director of the Company and that the transfer price of the share shall be equivalent to the price which would be attributable to that share under the provisions of Article 7.4. hereof if that share were the subject of a transfer notice served under Article 7.2. hereof.

For the purposes of this provision "Preferred Purchaser" shall mean any of the following persons:-

John Gardiner

Denis John Leighton

Geoffrey Tyson

Edward John Wilshaw

7.1.2. Subject as in these Articles provided any share in the capital of the Company may be transferred to any member of the Company.

7.2. Except as provided in paragraph 7.1.1. of this Article, no member, personal representative, trustee in bankruptcy or other person otherwise entitled to transfer shares in the capital of the Company who wishes to dispose of an interest in all or some of those shares shall be entitled to do so without first offering the shares in which he wishes to dispose of an interest for transfer to the other

members for the time being. Such offer shall be made by the person wishing to dispose of the interest (hereinafter called "the proposing transferor") by notice in writing to the Company (hereinafter called "a transfer notice"). No transfer notice shall relate to more than one class of shares and a transfer notice once given shall not be revocable save with the consent of the Directors.

7.3. The transfer notice shall specify the shares offered (hereinafter called "the said shares") and it shall constitute the Directors as the agents of the proposing transferor for the same of the said shares to other members of the Company at the price determined or to be determined in accordance with Article 7.4, below.

7.4. The price of each of the said shares shall be such sum as shall have been or shall be agreed between the Company's Accountant for the time being and the Inland Revenue in the financial year during which the relevant transfer notice was served as being the current value of each share of that class. In case there is any doubt at any time as to the price of any share, the certificate of the Company's Accountant for the time being shall be conclusive.

7.5. Upon the price having been determined pursuant to paragraph 7.4. of this Article, the Directors shall forthwith give notice to all the members of the Company other than the proposing transferor of the number and description of the said shares inviting each of such members to state by notice in writing to the Company within twenty-one days whether he is willing to purchase any and, if so, what maximum number of the said shares, and shall also forthwith give a copy of such notice to the proposing transferor.

7.6. At the expiration of the said period of twenty-one days the Directors shall allocate the said shares to or amongst such members as shall have expressed their willingness to purchase and (in the event of competition) such allocation shall be made so far as practicable pro rata according to the number of shares of the Company already held by such members respectively but up to a maximum in the case of each member of the maximum number of the said shares which such members shall have expressed his willingness to purchase.

7.7. Upon such allocation being made, the members to or amongst whom such allocation shall have been made shall be bound to pay the purchase price for, and to accept a transfer of, the shares so allocated to them respectively, and the proposing transferor shall be bound upon payment of the purchase price to transfer such shares to the respective purchasers.

7.8. If in any case the proposing transferor, after having become bound to transfer shares as aforesaid, makes default in so doing, the Company may receive the purchase price on his behalf and the Directors may appoint some person to execute instruments of transfer of such shares in favour of the purchasers thereof and shall thereupon cause the names of such purchasers to be entered in the Register of Members of the Company as the holders of the shares and shall hold the purchase price in trust for the proposing transferor. The receipt of the Company therefor shall be a good discharge to the purchasers of the shares, and after their names

shall have been entered in the Register of Members of the Company in exercise of the aforesaid power the validity of the transactions shall not be questioned by any person.

7.9. If, at the expiration of the period of twenty-one days referred to in paragraph 7.5. of this Article, any of the said shares shall not have been sold in accordance with the provisions of this Article, the proposing transferor may at any time within a period of twenty-one days after the expiration of the said period of twenty-one days referred to in paragraph 7.5. of this Article transfer the shares not so sold to any person and at any price not being less than the price which shall have been agreed or certified pursuant to the provisions of this Article.

7.10. No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

7.11. For the purposes of this Article, the expression "transfer" includes any method whereby a share or any interest therein to which a person is or will become entitled may be or become transferred or allotted to or vested in another person including in particular (but without prejudice to the generality of the foregoing) the renunciation of any letter of allotment or letter of rights and the signature of any form of nomination.

7.12. Any of the above provisions may be varied with the consent of all the shareholders.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2)

and (4) of regulation 84 of Table A, Part 1, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

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

13.1. If by notice in writing to the Company he resigns the office of Director,

13.2. If he ceases to be a Director by virtue of Section 182 of the Act,

13.3. If he becomes bankrupt or enters into any arrangement with his creditors,

13.4. If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act,

13.5. If he becomes of unsound mind,

13.6. If he is removed from office by a resolution duly passed under Section 184 of the Act or Article 15.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

No. of Company 825606

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

MODUCEL LIMITED

(Incorporated the 2nd day of November 1964)

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
PO Box 260, 15 Pembroke Road
Bristol BS99 7DX
Telephone 0272-732861 Telex 449119



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MODUCEL LIMITED

1. *The Name of the Company is "MODUCEL 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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers; Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery and for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.

(B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

(C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

* The name of the Company was, on the 30th day of December, 1965, changed from "SCENIC-VIEW LIMITED" to "HOW-V.V. PRODUCTS LIMITED".

* The name of the Company was on the 7th day of February, 1972, changed from "HOW-V.V. PRODUCTS LIMITED" to "HOW PRODUCTS LIMITED".

* The name of the Company was on the 2nd day of January, 1974, changed from "HOW PRODUCTS LIMITED" to "MODUCEL LIMITED".

(D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having

dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any part of the world.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. *The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

* By Resolution passed on the 7th day of December, 1965, the Share Capital of the Company was increased from £100 divided into 100 Shares of £1 each (hereafter described as "A" Shares) to £2,000 by the creation of 900 additional "A" Shares of £1 each and 1,000 new Shares of £1 each to be called "B" Shares; and that there be attached to the respective classes of Shares the rights, privileges

and conditions declared by the Articles of Association of the Company as adopted on the 7th day of December 1965.

* By Resolution passed on the 5th day of December 1968, the Share Capital of the Company was increased from £2,000 divided into 1,000 "A" Shares of £1 and 1,000 "B" Shares of £1 to £20,000 by the creation of 9,000 additional "A" Shares of £1 each ranking equally with the 1,000 existing "A" Shares, and by the creation of 9,000 additional "B" Shares of £1 each ranking equally in all respects with the existing 1,000 "B" Shares,

* By Resolutions passed on the 11th day of December 1974:

The 10,000 "A" Shares of £1 each and the 10,000 "B" Shares of £1 each were consolidated into one class of 20,000 Ordinary Shares of £1 each.

The Authorised Share Capital of the Company was increased to £20,200 by the addition thereto of £200 divided into 20,000 new Ordinary Shares of 1p each. Each of the 20,000 Ordinary Shares of £1 each was then converted into a Deferred Share of £1 having the rights and restrictions in accordance with paragraph "C" of the said Resolution.

* By Resolution passed on the 18th day of December 1974, the 20,000 Deferred Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each and the 20,000 Ordinary Shares of 1p each were consolidated into 200 Ordinary Shares of £1 each.

* By Resolution passed on the 16th day of January, 1976:

The Share Capital of the Company was increased from £20,200 divided into 20,200 Ordinary Shares of £1 each to £40,400 divided into 40,400 Ordinary Shares of £1 each.

* By Resolution passed on 22nd September 1980:

The nominal Share Capital of the Company was increased from £40,400 divided into 40,400 Ordinary Shares of £1 each to £100,000 divided into 100,000 Ordinary Shares of £1 each.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

MODUCEL LIMITED

(Adopted by Special Resolution passed on the 11th day of December 1974 and amended by Special Resolutions passed on the 25th day of April 1984).

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 22 to 24 inclusive, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulations 3 and 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice 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 such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to those Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed,

LIEN

5. In regulation 11 of Table A, Part 1, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted,

TRANSFER OF SHARES

6. All transfers of shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act 1963, or in such other form as the Directors may from time to time or at any time approve. Except in the case of partly paid shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee, the provisions of the Stock Transfer Act 1963 shall apply to any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

7. The right to transfer shares in the Company shall be subject to the following restrictions, namely:-

7.1.1. Any share in the capital of the Company registered in the name of either Michael John How - OR - Margaret Elspeth Blyth How may be transferred to any Preferred Purchaser (as hereinafter defined) provided that such Preferred Purchaser is for the time being a Director of the Company and that the transfer price of the share shall be equivalent to the price which would be attributable to that share under the provisions of Article 7.4. hereof if that share were the subject of a transfer notice served under Article 7.2. hereof.

For the purposes of this provision "Preferred Purchaser" shall mean any of the following persons:-

John Gardiner

Denis John Leighton

Geoffrey Tyson

Edward John Wilshaw

7.1.2. Subject as in these Articles provided any share in the capital of the Company may be transferred to any member of the Company.

7.2. Except as provided in paragraph 7.1.1. of this Article, no member, personal representative, trustee in bankruptcy or other person otherwise entitled to transfer shares in the capital of the Company who wishes to dispose of an interest in all or some of those shares shall be entitled to do so without first offering the shares in which he wishes to dispose of an interest for transfer to the other

members for the time being. Such offer shall be made by the person wishing to dispose of the interest (hereinafter called "the proposing transferor") by notice in writing to the Company (hereinafter called "a transfer notice"). No transfer notice shall relate to more than one class of shares and a transfer notice once given shall not be revocable save with the consent of the Directors.

7.3. The transfer notice shall specify the shares offered (hereinafter called "the said shares") and it shall constitute the Directors as the agents of the proposing transferor for the sale of the said shares to other members of the Company at the price determined or to be determined in accordance with Article 7.4. below.

7.4. The price of each of the said shares shall be such sum as shall have been or shall be agreed between the Company's Accountant for the time being and the Inland Revenue in the financial year during which the relevant transfer notice was served as being the current value of each share of that class. In case there is any doubt at any time as to the price of any share, the certificate of the Company's Accountant for the time being shall be conclusive.

7.5. Upon the price having been determined pursuant to paragraph 7.4. of this Article, the Directors shall forthwith give notice to all the members of the Company other than the proposing transferor of the number and description of the said shares inviting each of such members to state by notice in writing to the Company within twenty-one days whether he is willing to purchase any and, if so, what maximum number of the said shares, and shall also forthwith give a copy of such notice to the proposing transferor.

7.6. At the expiration of the said period of twenty-one days the Directors shall allocate the said shares to or amongst such members as shall have expressed their willingness to purchase and (in the event of competition) such allocation shall be made so far as practicable pro rata according to the number of shares of the Company already held by such members respectively but up to a maximum in the case of each member of the maximum number of the said shares which such members shall have expressed his willingness to purchase.

7.7. Upon such allocation being made, the members to or amongst whom such allocation shall have been made shall be bound to pay the purchase price for, and to accept a transfer of, the shares so allocated to them respectively, and the proposing transferor shall be bound upon payment of the purchase price to transfer such shares to the respective purchasers.

7.8. If in any case the proposing transferor, after having become bound to transfer shares as aforesaid, makes default in so doing, the Company may receive the purchase price on his behalf and the Directors may appoint some person to execute instruments of transfer of such shares in favour of the purchasers thereof and shall thereupon cause the names of such purchasers to be entered in the Register of Members of the Company as the holders of the shares and shall hold the purchase price in trust for the proposing transferor. The receipt of the Company therefor shall be a good discharge to the purchasers of the shares, and after their names

shall have been entered in the Register of Members of the Company in exercise of the aforesaid power the validity of the transactions shall not be questioned by any person.

7.9. If, at the expiration of the period of twenty-one days referred to in paragraph 7.5, of this Article, any of the said shares shall not have been sold in accordance with the provisions of this Article, the proposing transferor may at any time within a period of twenty-one days after the expiration of the said period of twenty-one days referred to in paragraph 7.5, of this Article transfer the shares not so sold to any person and at any price not being less than the price which shall have been agreed or certified pursuant to the provisions of this Article.

7.10. No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

7.11. For the purposes of this Article, the expression "transfer" includes any method whereby a share or any interest therein to which a person is or will become entitled may be or become transferred or allotted to or vested in another person including in particular (but without prejudice to the generality of the foregoing) the renunciation of any letter of allotment or letter of rights and the signature of any form of nomination.

7.12. Any of the above provisions may be varied with the consent of all the shareholders.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2)

and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

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

13.1. If by notice in writing to the Company he resigns the office of Director.

13.2. If he ceases to be a Director by virtue of Section 182 of the Act.

13.3. If he becomes bankrupt or enters into any arrangement with his creditors.

13.4. If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.

13.5. If he becomes of unsound mind.

13.6. If he is removed from office by a resolution duly passed under Section 184 of the Act or Article 15.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

15. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

No. 825606

MODUCEL LIMITED

TABLE A

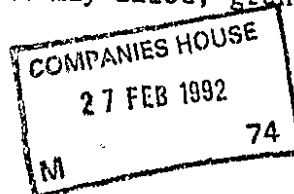
1. Subject as hereinafter provided, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967 and as in force on 24th May, 1973 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Clauses 24 and 53 of Part I and Clause 1 of Part II of Table A shall not apply.

UNISSUED SHARES

3. Subject as hereinafter provided, all unissued shares shall be under the control of the Directors, who may allot, grant options over



or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

ISSUE OF SHARES

4. Unless otherwise determined from time to time by the Company in General Meeting, any shares for the time being unissued and new shares of any class hereafter created shall before they are issued be offered to the then existing holders of shares in proportion, as nearly as may be, to the number of shares held by them respectively. Such offer shall be made by notice 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 such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise dispose of any unissued shares which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered under this Article.

LIEN

5. Clause 11 of Part I of Table A shall be read and construed as if the words "(not being a fully paid share)" and "(other than fully paid shares)" were deleted therefrom.

TRANSFER OF SHARES

6. The Directors may, in their discretion and without assigning any reason therefor, refuse to register a transfer of any share to any person who is not already a Member. The Directors may also refuse to register the transfer of any share on which the Company has a lien. Clause 3 of Part II of Table A shall not apply.

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the transferee. Clause 22 of Part I of Table A shall not apply.

GENERAL MEETINGS

8. In Clause 54 of Part I of Table A the words "in person or by proxy" shall be inserted after the words "the Members present".

9. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Clause 58 of Part I of Table A shall be construed accordingly.

10. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

DIRECTORS

11. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. Clause 75 of Part I

of Table A shall be construed accordingly. A Director shall not be liable to retire nor be ineligible for re-election or appointment as a Director by reason of his attaining or having attained the age of 70 or any other age, and paragraph (a) of Clause 88 of Part I of Table A shall be deleted.

12. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

13. A Director need not be a Member of the Company and Clause 77 of Part I of Table A shall not apply.

14. Without in any way limiting or restricting the general powers of the Directors to grant pensions, allowances or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the relatives, dependants or connections of any such persons, it is hereby expressly declared that any salaried Director (as hereinafter defined) may participate in any pension or assurance scheme for the benefit of the Company's employees, whether the Company contributes thereto or not, and that the Directors may accordingly include in any such scheme, or may make such grant or pay such pension, annuity or other retiring or similar allowance to, any salaried Director or his relatives, dependants or connections upon such terms as the Directors may think fit. It shall be no objection to any such inclusion, grant or payment that the salaried Director remains an ordinary Director of the Company entitled to participate in the ordinary remuneration payable to the Directors. Any salaried Director may vote as a Director upon any resolutions affecting or relating to any such scheme, pension, grant or allowance or relating to his participation therein notwithstanding that he is or may be interested therein. For the purposes of this Article the expression "salaried Director" means a Managing Director and any other Director holding any salaried employment or office under the Company in respect of which he is paid remuneration beyond his ordinary remuneration as a Director but it is

hereby expressly declared that such expression does not include a Director in respect of his ordinary services as a Director. Clause 87 of Part I of Table A shall not apply.

15. Each Director shall have the power to appoint either (i) another Director or (ii) any other person approved for that purpose by the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

16. The proviso to Clause 79 of Part I of Table A shall not apply.

17. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Clause 84 of Part I of Table A shall be construed accordingly.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Clause 88 of Part I of Table A) hold office until he is removed pursuant to Article 19. Clauses 89 to 97 (inclusive) of Part I of Table A shall not apply.

19. The holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office.

20. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being.

NOTICES

21. A notice sent by post shall be deemed served at the time when the same was posted and Clause 131 of Part I of Table A shall be construed accordingly.


Company No. 825606

THE COMPANIES ACTS 1948 TO 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
MODUCEL LIMITED
(PASSED ON 21st MAY 1993)

At the Annual General Meeting of the above named Company duly convened and held on the 21st day of May 1993 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That as the Company satisfies the conditions laid down in Section 250 of the Companies Act 1985 in that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company, and that it has been dormant since the end of the financial year, the provisions of Section 384 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors shall be appointed until such time as the Company is no longer dormant.



Secretary