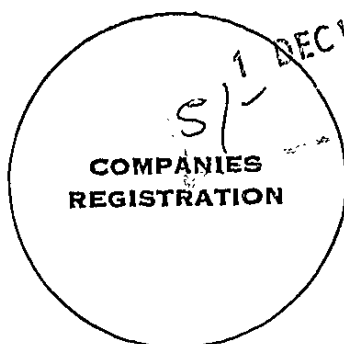


No. of
Company

829413

Form 41.

THE COMPANIES ACT, 1948.



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

Declaration of Compliance with the Requirements of the Companies Act, 1948, on Application for Registration of a Company.

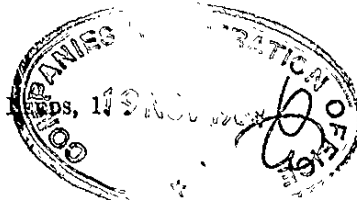
Pursuant to Section 15 (2).

Name
of
Company

JOHN BROWN WHITECROOK

Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1



Presented by RONEY & CO.,

[C.A. 1.]

42-45, New Broad Street, London, E.C.2.

I HUMPHREY CECIL LAVINGTON

of 42-45, New Broad Street, London, E.C.2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

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

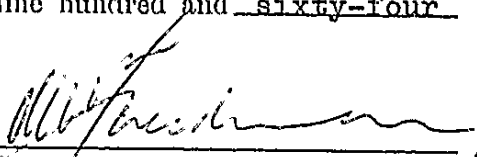
of John Brown Whitecrook Limited

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 London, E.C.2.

the 19th day of November
one thousand nine hundred and sixty-four

Before me,



* Delete as
necessary.

*A Commissioner for Oaths.
Notary Public.
~~Justice of the Peace.~~

H.C.L.

Form 25.

of Company

829413

2



10/-

JOHN BROWN WHITECROOK

1 DEC 1964

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 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.)

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

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

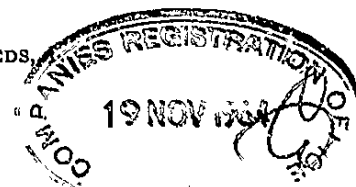
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS.

ed by

RONEY & CO.,

42-45, New Broad Street, London, E.C.2.

[C.A.30]



The NOMINAL CAPITAL of _____

_____ John Brown Whitecrook _____ Limited

is £ 100 _____ divided into 100 _____ shares of £ 1 _____ each

Signature _____



Solicitors engaged in the
formation of the Company.

State whether Director or Secretary.

Date 19 day of November 19 64.



THE COMPANIES ACT, 1948.

829413

3

COMPANY LIMITED BY SHARES.

Memorandum of Association

1 DEC 1964

OF

JOHN BROWN WHITECROOK LIMITED.

1. The name of the Company is "JOHN BROWN WHITECROOK 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 businesses of mechanical, electrical, and general engineers, including, but not restricted to, the manufacture of and dealing in stationary or locomotive boilers, steam and electrical generating plant, marine or other engines, and equipment and machinery of every kind.

(B) To carry on the trades or businesses of manufacturers of locomotive engines, railway carriage buffers, and wagon springs, engineers, iron and steel merchants, ironfounders and general contractors in all their branches, and whether as patentees, licensees or otherwise, and the making, purchasing, hiring and selling railway and other plant, engines, fittings, files, machinery, or any other articles or things whatsoever.

(C) To purchase and sell as merchants steel, iron, metals, metallic combinations and any other materials, articles or things, and the purchasing, bartering and selling any such metals, materials, articles or things on commission, or as agents or otherwise.

- (D) To purchase, build, construct, own, hire, charter, equip, load on commission, navigate, sail, repair, exchange, trade and deal with freight, locomotives, engines, motors, boilers, trucks, trolleys, carves, rolling stock, carriages, ships, steamers, oil tanks, pipe lines, reservoirs, pumps, aeroplanes and airships and other vessels and vehicles of every description for the transport by land, or air, or water, and for the import or export of iron, steel, ammunition, ordnance, weapons, machinery, explosives, coal, coke, slate, clay, ores, minerals, oils and other substances, liquids, articles and things, whether manufactured or unmanufactured, belonging to or in the possession of the Company or used, or being capable of being used, in or in connection with any business which the Company is authorised to carry on, and to purchase, hire or otherwise acquire, animal or other motive power of any and every description.
- (E) Generally, without prejudice to any special object or power hereinbefore set out, to carry on all or any of the businesses of, and to carry on or conduct any business, transaction or operation usually carried on or conducted by iron workers, iron founders, steel workers, steel refiners, steel converters, ordnance, weapon, ammunition, armament, steam engine, gas engine, electrical engine, air engine, oil, petrol or other engine manufacturers, manufacturers of electrical equipment and machinery, colliery contractors, coke manufacturers, patent fuel manufacturers, manufacturers of chemicals and manures, chemists, druggists, distillers, dye makers, oil producers, oil refiners, oil merchants, metallurgists, smelters, engineers of any kind, tin-plate workers, pipe, cement and concrete manufacturers, carriers, merchants, factors, ship builders, ship owners, wagon repairers, gas works owners, railway proprietors, wharf owners, dock owners, electric construction and supply companies, electricians and suppliers of electric light or power or of water, and manufacturers of and dealers in all appliances and things in connection with any of the above businesses in any part of the world.
- (F) To carry on the business of buying, selling and dealing in any products, by-products, articles or materials appertaining to or used for or in connection with any part of the business of the Company.
- (G) To carry on the business or businesses of general merchants, manufacturers, importers, exporters, storekeepers, brokers, shipping, forwarding and commission agents, buying and selling agents, traders, warehousemen, ship owners, warehouse keepers, wharfingers, shipping charterers and ship brokers, and to import, export, buy, sell, barter, manufacture, alter, repair, let or hire, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles, merchandise and commodities of all kinds, and to carry on the business of contractors for the supply of goods and merchandise of all kinds and to carry on business as contractors for the carrying out of public or private works of all kinds.

- (H) To carry on the business of manufacturers' agents, commission agents, factors, distributors and travellers in or for any class of goods for the wholesale or retail trade and to undertake and transact all kinds of agency business, *del credere* or otherwise which an ordinary individual could legally undertake.
- (I) To carry on any other business or businesses which may seem to the Company capable of being conveniently or profitably carried on in conjunction with any of the objects for which the Company is established or which may seem as aforesaid calculated directly or indirectly to enhance the value of any part of the Company's undertaking, assets, property, or rights.
- (J) To acquire and undertake the whole or any part of the business, goodwill, assets, property, rights or undertakings of any person, firm or company carrying on or having power to carry on any business which this Company is authorised to carry on by any specific or general clause of this Memorandum expressly or by implication and as part or whole of the consideration therefor to undertake all or any of the liabilities of such person, firm or company, and to give and accept by way of consideration for any of the acts or things as aforesaid any cash, shares, debentures or securities that may be agreed upon.
- (K) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or businesses, and in particular any land, buildings, easements, rights of way, restrictive covenants, machinery, plant and stock-in-trade.
- (L) To subscribe or apply for, and take or acquire by purchase or otherwise, and hold shares or debentures or securities of, or other interests in, any other company having objects, whether primary or ancillary, altogether or in part similar to any of the objects of this Company or carrying on any business or established or empowered to carry on any business which this Company is empowered by any specific or general clause of this Memorandum to acquire, undertake or carry on.
- (M) To apply for, purchase or otherwise acquire and protect or renew, or join with any other person or company in so doing in any part of the world any patents, *brevets d'invention*, patent rights, protections, licences, concessions, methods or secrets of manufacture, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to this Company capable of being used for any of the purposes of the Company or the acquisition of which may seem to this Company calculated to directly or indirectly benefit this Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of, or otherwise turn to account the property, rights, or information so acquired,

and to expend money in experimenting upon or seeking to improve any patents, rights, methods or inventions which the Company may acquire or propose to acquire.

- (N) To guarantee or give any guarantee in relation to the payment of any loans, annuities, debentures, debenture stock, bonds, obligations, shares, stock or securities or the interest or dividends thereon, and to guarantee the performance of any contracts or obligations and to issue or deposit any securities of the Company in support of any such guarantee, and to undertake obligations of every kind and description on such terms as may from time to time be considered desirable in the interests of the Company, and, in particular, but without prejudice to the generality of the foregoing, to guarantee or secure (with or without a mortgage or charge on the undertaking and assets, present and future, including uncalled capital of the Company or any part or parts of such undertaking and assets) the performance of the obligations, and the payment of the principal of, and dividends or interest and premiums on, any stocks, shares, debenture stock, debentures or other securities of any company which is for the time being the holding company of this Company as defined in the Companies Act, 1948, or any statutory modification or re-enactment thereof for the time being in force.
- (O) To enter into any partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance, or for union of interests, joint adventure, reciprocal concession or otherwise, with any firm, person or company having objects altogether or in part similar to those of this Company, or engaged in or carrying on or established or empowered to carry on any business or businesses which this Company is empowered to carry on, or any business transaction, venture or undertaking which may seem to this Company capable of directly or indirectly benefiting this Company.
- (P) To amalgamate with any other company having objects or powers altogether or in part similar to those of this Company and to give or accept by way of consideration for such amalgamation any payment of cash or any agreement for periodical payments of cash, secured or unsecured, shares wholly or partly paid up or with liability for the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation and whether of the Company or corporation with which such amalgamation is effected or not.
- (Q) To acquire or obtain from or make any arrangement with any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person for any authority, right, privilege, concession, contract or charter which this Company may think is desirable to obtain or which may seem to this Company conducive to any of the objects of this Company, and to accept, make payments under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or charter.

- (R) To sell, lease, exchange, bail, grant licences in respect of, or otherwise deal with or dispose of the Company's undertaking or any part thereof or any property or interest in any property, rights, concessions, or privileges belonging to this Company or over which this Company has any right or power of disposal either together or in portions to any firm, person, company or corporation, for such consideration or premium as this Company may think fit, and in particular wholly or partly for cash or wholly or partly for periodical payments of cash, secured or unsecured, shares wholly or partly paid up, or with liability to pay the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation, and whether of the person, company or corporation acquiring the interest so disposed of or otherwise.
- (S) To divide among the members of this Company from time to time whatever the Company may decide to be the profits arising from the operations of the Company or any part of such profits.
- (T) To divide as profits among the members of the Company the proceeds of any disposal or realisation of any part of the property or assets of the Company which in the opinion of the Company may fairly be considered and treated as accretions to capital.
- (U) To divide any property of the Company or any shares, stocks, bonds, obligations, debentures, debenture stock, scrip and securities the property of this Company or of which this Company may have the power of disposing, whether or not the same be the proceeds of any sale, lease, exchange, bailment, licence or other disposal or amalgamation mentioned in paragraphs (Q) and (S) of this Clause, or otherwise belonging to the Company among the members in specie or in kind according to their respective rights.
- (V) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Company in such manner as the Company may think fit, and in particular by the issue of debentures, debenture stock (perpetual or redeemable) or by mortgage or 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 to purchase, redeem or pay off any such securities.
- (W) To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, dock or other warrants, debentures, and any other instruments negotiable or transferable by delivery or to order or otherwise.
- (X) To lend and advance money or give credit to such persons and on such terms as may be thought fit, and in particular to customers and persons dealing with the Company, and to give guarantees or become security for the payment of moneys or the performance of contracts or obligations by any such persons.

- (y) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest the same on mortgage or purchase of real, leasehold or personal property, shares or securities or by depositing the same with any bank, company, firm or person at interest and such investments from time to time to vary.
- (z) To remunerate any person, firm or company for services rendered to this Company or to pay for any properties, rights, privileges, concessions or any other thing or interest acquired by this Company by cash payment or by the allotment of shares, debentures, debenture stock or other securities of the Company partly or wholly paid up or otherwise.
- (AA) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (BB) To improve, manage, develop, let or lease, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (CC) To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry out and control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, walls, banks, dams, sluices, watercourses, wharves, manufactories, warehouses, electric works, shops, stores, or other works and conveniences which may seem to this Company likely to advance the Company's interests, directly or indirectly, or to contribute to, subsidise or join with any person, firm, company or corporation in so doing, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control of any such works or conveniences.

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- (DD) To promote or join in promoting any company or companies for the purpose solely or partly of acquiring all or any part of the undertaking, property, rights, concessions or privileges or liabilities of this Company, or of undertaking any business or operations or for any other purpose which may seem to this Company likely to benefit this Company, directly or indirectly and to place or guarantee the placing of, underwrite, apply for and accept or subscribe the whole or any part of the capital, debentures or securities of any such company or to lend money to or guarantee the performance of the contracts of any such company.
- (EE) To pay all or any of the expenses incurred in and in connection with the formation, incorporation and establishment of this Company and to remunerate any brokers or other persons for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or of any company promoted by this Company.
- (FF) 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 do all or any of the above things or act in any of the businesses of this Company in any part of the world through or by means of agents, brokers, trustees, sub-contractors or others, and either alone or in conjunction with others.
- (GG) To do all such other things as in the opinion of the Company may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

And it is hereby declared that the word "company" in this Clause when not applied to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether constituted under the laws of the United Kingdom or of any other country or State, or of any colony or dependency, and whether existing or hereafter to be formed, and the intention is that the objects specified in each of the paragraphs in this Clause shall, unless otherwise therein provided, be regarded as independent objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, and that the Company shall have full power to exercise all or any of the objects and powers conferred by this Memorandum of Association independently of any other of such objects or powers. Provided always that nothing contained in this Memorandum shall empower the Company to carry on any class of business of insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each, with power to increase the same by the issue of new shares to such an amount as the Company may from time to time consider expedient and any of the shares in the capital of the


Company for the time being unissued, and any new shares from time to time to be created may from time to time have attributed to them or be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges attached to issued shares shall not be affected, altered, modified or dealt with except with such consent as is provided by the Articles of Association of the Company for the time being.

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.
Pauline Ann Ivory 11, Groveney, Dagenham, Essex. Secretary.	One.
Reryl McCarthy 242A Perry St Billerica Essex solicitors block.	one.

DATED the 19th day of November, 1964.

WITNESS to the above Signatures:—


 D. M. Barker.
 51, Sheron Way.
 Brentwood,
 Essex.
 Secretary.

829413 / 4

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Articles of Association

OF

JOHN BROWN WHITECROOK 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, 75 and 89 in Part I of Table "A" shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table "A" 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 Share Capital of the Company is £100 divided into 100 Shares of £1 each.

4. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than twelve, and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

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

6. 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.

7. At the Annual General Meeting in every year two of the Directors for the time being (other than any Director who may be a Managing Director) shall retire from office.

8. There shall be added at the end of Regulation 88 of Table "A" the following paragraph:

(g) If he is requested in writing by all his co-Directors to resign.

9. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pensions or superannuation schemes or funds for the benefit of, and

give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument, and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors, notwithstanding that he is or may be or become interested therein.

10. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, or other officers or servants of such company, or voting or providing for the payment of remuneration or other benefits to such directors, other officers or servants of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he is or may be about to be appointed a director or other officer or servant of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

DA

WI

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Pauline Ann Ivory,
 11, Grove Way,
 Bagenham,
 Essex.
 Secretary.

Beryl McBarth
 242A Perry St
 Billerica
 Essex
 Solicitors Clerk

DATED this 19th day of November, 1964.

WITNESS to the above Signatures:—

J. M. Barker.
 51, Sharon Way.
 Brentwood.
 Essex.
 Secretary.

DUPLICATE FOR THE FILE.

No. 829413



Certificate of Incorporation

I Hereby Certify that

JOHN BROWN WHITECROOK LIMITED

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

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

L.S. Whitefield.

Assistant Registrar of Companies.

Certificate
received by

Roney & Co.

Date *1st Dec. 1964.*