

No. OF COMPANY... 937663

THE COMPANIES ACT, 1948

RECEIVED

22 AUG 1968

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... J. TILLEY (ENGINEERS)

LIMITED.

CAT. No. C.F.41.

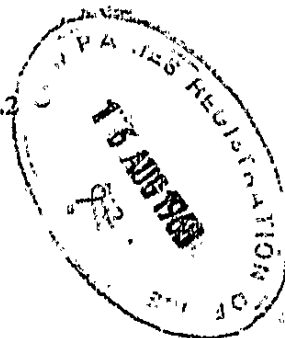
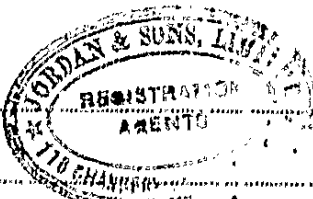
C511 JS164(1) L

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



John Fowler
Charlotte Slack

The Filing Fee is 5/-
Form No. 41

I, MRS. WINIFRED TILLEY

of 55, WOODSIDE, DARRAS HALL,

PONTELAND,

NEWCASTLE UPON TYNE.

now 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 J. TILLEY (ENGINEERS)

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 Ponteland

Northumberland

the Ninth day of August

One thousand nine hundred and sixty

before me, eight

Iain M. Nicholson

A Commissioner for Oaths (b)
IAIN H. NICHOLSON.

Winifred Tilley

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.

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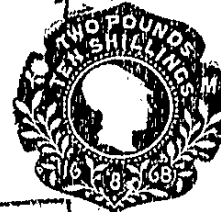
NO. OF COMPANY.....937663

COMPANY HAVING A SHARE CAPITAL.

NAME OF
COMPANY.....J. TILLEY (ENGINEERS)

REGISTERED

22 AUG 1968



LIMITED.

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, 1938.)

The Nominal Capital of the above-named Company is £ 500

Signature.....*Heinrich Tilley*

Date.....8 August 1968 Description.....DIRECTOR

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

CAT. NO. C.A.25.

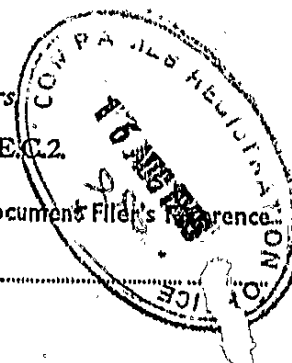
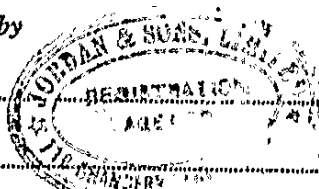
81424 (0) □

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

Document Filed for Reference



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THE COMPANIES ACTS, 1948 to 1987

937663

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

REGISTERED

22 AUG 1968

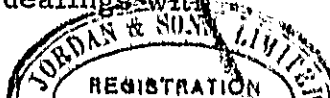
J. TILLEY (ENGINEERS) LIMITED.

1. The Name of the Company is "J. TILLEY (ENGINEERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

(A) To carry on all or any of the businesses of General Engineers, Manufacturers, Designers, Assemblers, Importers, Exporters, Repairers, Installers, Maintainers, Hirers, Letters on Hire, Distributors and Agents for the Sale of, and Dealers in Engineering Equipment, Plant, Machinery, Components, Accessories, Tools, Jigs, Dies and Fixtures of all kinds, Engineering Consultants, Production Planners, Prototype Designers, Draughtsmen and Technicians, Designers, Distributors, Factors, Manufacturers and Merchants of, and Dealers in Mouldings, Shapings, Weldings, Pressings, Assemblies, Repetition Work and Machined Castings, Iron, Steel and Brass Founders, Converters and Moulders, Millwrights, Metallurgists, Boilermakers, Smiths and Fitters, Wire drawers, Tube Makers, Tin-Plate Workers, Sheet Metal Manufacturers, Workers and Dealers, Tanners, Galvanisers, Platers, Annealers and Enamellers, Plastic Workers and Moulders, Motor, Mechanical, Electrical and Civil Engineers, Proprietors and Letters on Hire, Designers, Builders, and Repairers of, and Dealers in Motor and other Vehicles, Garage and Petrol Filling Station Proprietors, Carriers, Haulage and Transport Contractors, Electrical and Mechanical Plant Movers, Railway, Forwarding, Passenger, and Freight Agents, Insurance and General Commission Agents and General Merchants.

- (B) To buy, sell, manufacture, repair, alter, manipulate and, otherwise deal in apparatus, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

John Fowler



- (C) To carry on any other business (whether manufacturing or otherwise) 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 £500, divided into 500 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.	No. of Shares taken by each Subscriber.
<p>Joan Elizabeth Garnett 41, Yewist Ave., Bishopbriggs, Glasgow. Company Director</p> <p>Mr. Alfred Teeley 55, Woodside Dacres Hall Pentlands - Northumberland. Company Director</p>	<p>ONE</p> <p>ONE</p>
TOTAL SHARES TAKEN.	TWO.

Dated this 8th day of August 1968.

Witness to the above Signatures :-

J. Fowler,
Chartered Accountant
14 Alfred.
Quaker,
Chester-le-Street,
Cardiff.

10/

937663

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THE COMPANIES ACTS, 1948 to 1967

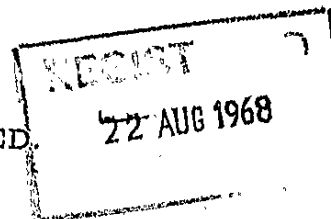


COMPANY LIMITED BY SHARES

Articles of Association

OF

J. TILLEY (ENGINEERS) LIMITED.



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, 60 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 and 5 (but not Clauses 1 and 6) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £500 divided into Five Hundred Shares of £1 each.
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. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than Two nor more than Five.

9. The following persons shall be the first Directors of the Company.

Winifred Tilley and
Joan Elizabeth Garnett.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as she shall live unless she shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

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.

12. The Chairman of any Meeting of the Company or of the Board of Directors or of a Committee of Directors shall not be entitled to a second or casting vote, and in the case of an equality of votes upon any proposition, the Meeting shall be adjourned and the matter shall be referred to the Company's Auditor for his advice, and upon such advice being received the same shall be submitted for adoption at the adjourned Meeting and any vote then cast against the adoption of such advice shall not be counted; and Clauses 98 and 104 in Part I of Table A shall be modified accordingly.

WINDING UP.

13. 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.

Joan Elizabeth Barnett,
41, Teviot Ave.,
Bishopbriggs,
Glasgow.

Company Director

Winifred Tacey,
55, Woodside
Darnas Hall
Portlancol. Northumberland.

Company Director

Dated this 8th day of August 1968.

Witness to the above Signatures:-

J. Fowler.
Chartered Accountant
14 Belvedere,
Quinton,
Chester-le-Street,
Co. Durham.



CERTIFICATE OF INCORPORATION

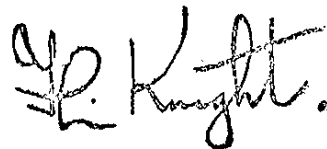
No.937663

I hereby certify that

J. TILLEY (ENGINEERS) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **22ND AUGUST, 1968.**

A handwritten signature in dark ink, appearing to read "J.R. Knight".

Assistant Registrar of Companies

C.173

DISSOLVED

937663

J. TILLEY (ENGINEERS) LIMITED

This Company was dissolved under Section 353(5) of
the Companies Act, 1943, by notice in the London Gazette
dated **8 MAR 1973**.



(R.W. WESTLEY)

Registrar

937663 / 13

1622 160 000.40 51



Folio 242

C. 3

IN THE HIGH COURT OF JUSTICE No. 001393 of 1973

CHANCERY DIVISION

MR JUSTICE BRIGHTMAN

MONDAY the 13th day of OCTOBER 1973

IN THE MATTER of J. TILLEY (ENGINEERS) LIMITED

and

IN THE MATTER of THE COMPANIES ACT 1948

UPON THE PETITION of the above named J. Tilley (Engineers) Limited (hereinafter called "the Company") and of Winifred Tilley of 55 Woodside Darras Hall Ponteland Northumberland a member of the Company on the 25th July 1973 preferred unto this Court

And Upon Hearing Counsel for the Petitioners and for the Registrar of Companies (the Respondent)

And Upon Reading the said Petition the Affidavit of John Fowler and the Affidavit of Winifred Tilley both filed the 5th October 1973 the Affidavit of Malcolm Kenneth Hockett filed the 10th October 1973 and the Exhibits in the said Affidavits or some of them respectively referred to

And there being no opposition on behalf of Her Majesty to the relief sought by the said Petition as appears from the said Affidavit of Malcolm Kenneth Hockett and the Exhibit thereto

And the Petitioners by their Counsel undertaking within one month of the restoration of the name of the Company to the Register of Companies



26

to deliver to the Registrar of Companies as required by Section 52 of the said Act a return of allotments

This Court Doth Order that the name of the above named J. Tilley (Engineers) Limited be restored to the Register of Companies

And It Is Ordered that an Office Copy of this Order be delivered to the Registrar of Companies And pursuant to the above mentioned Act the said J. Tilley (Engineers) Limited is thereupon to be deemed to have continued in existence as if its name had not been struck off

And It Is Ordered that the Registrar of Companies do advertise this Order in his official name in the "London Gazette"

And It Is Ordered that the Petitioners the said J. Tilley (Engineers) Limited and Winifred Tilley do pay to the Registrar of Companies his costs of the said Petition such costs to be taxed on the Common Fund Basis ~~as not agreed~~

MAURICE BERKELEY
Registrar



15th OCTOBER 1973

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

MR JUSTICE BRIGHTMAN

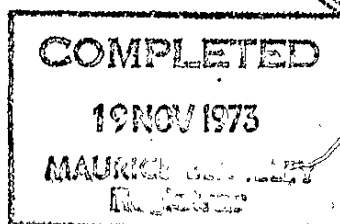
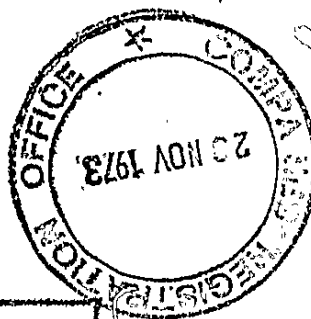
RE J TILLEY (ENGINEERS)
LIMITED

and

RE THE COMPANIES ACT 1948

O R D E R

restoring name to Register



ROWE & MAW

Brightman
28/11/73



Companies Registration Office
Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 258

**THE SECRETARY
J. TILLEY (ENGINEERS) LIMITED
BLAYDON BANK WORKS,
BLAYDON BANK,
BLAYDON-ON-TYNE,
CO, DURHAM**

Please reply to The Registrar
Your reference

Our reference GAZ list 2876

D24/ 937663

Date 24 NOV 1972

Dear Sir/Madam

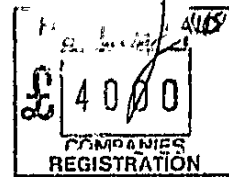
I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

Number of Company 937663



THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION(S)

of J. TILLEY (ENGINEERS) Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Blaydon Bank Works, Blaydon
Tyne and Wear NE21 4 AV

on the 8th day of November 1982.
the following SPECIAL RESOLUTION(S) was/were duly passed :-

That the name of the above Company be changed to
D.W. TILLEY (ENGINEERS) LIMITED



D. W. Tilley Director
he. T. T. T. T. Secretary/Director

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 937663 | 30

I hereby certify that

J.TILLEY (ENGINEERS) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

D.W.TILLEY (ENGINEERS) LIMITED

Given under my hand at Cardiff the 29TH NOVEMBER 1982

A handwritten signature in dark ink, appearing to read 'A. Wilson'.

Assistant Registrar of Companies

C172

Company Number 937663

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The Companies Acts 1948 to 1981

Ordinary Resolutions

of J.TILLEY (ENGINEERS) LTD

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Blaydon Bank Works, Blaydon, Tyne & Wear NE21 4AV on the 31st Day of October 1983 the following ordinary resolutions were duly passed :-

1. IT WAS RESOLVED that the authorised capital of the Company be and is hereby increased from £500.00 to £13000.00 by the creation of a further ~~12500~~ 12500 ordinary shares of £1 each, ranking pari passu in all respects with the existing capital of the Company.

2. IT WAS RESOLVED that the limit imposed under Clause 2 (a) (1) of the Articles of Association upon the Directors, in the exercise of their authority to allot relevant securities, be and is hereby increased from £500.00 nominal value to £13000.00 in nominal value, and that the Articles of Association of the Company shall be construed accordingly

.....
SECRETARY
.....

.....
CLASS DATE
29 NOV 1983
CRO

55

No. of Company 937663 / 34

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company J. TILLEY (ENGINEERS) Limited*

Hereby gives you notice that by ordinary/~~Extraordinary~~/~~Special~~** resolution of the company dated the 31st October 1983, the nominal capital of the company has been increased by the addition thereto of a sum of £ 12500.00 beyond the registered capital of £ 500.00

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
12500.00	Ordinary	One Pound

The conditions (eg. 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)

The additional shares shall rank pari passu in all respects with the existing share capital of the company

Signed *A. Lacey*

State whether

Director or Secretary *Director / Secretary*

Date 23.11.83

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

Presented by:

Presenter's reference:



22/6

THE COMPANIES ACT 1985

D.W. TILLEY (ENGINEERS) LIMITED

COMPANY NUMBER: 9370663

SPECIAL RESOLUTION

Passed on the 20th day of May 1988

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 18 Newgate Centre,
Newcastle Upon Tyne, NE1 5RB on the 20th day of
May 1988, the following SPECIAL RESOLUTION was
duly passed:-

RESOLUTION

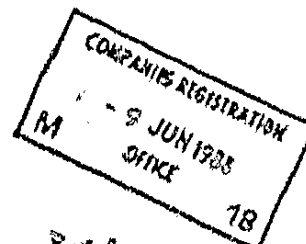
THAT the name of the Company be changed to:-
D W TILLEY LIMITED



.....
DIRECTOR/SECRETARY

Presented for filing by:

ARMSTRONG & CO
18 NEWGATE CENTRE
NEWCASTLE UPON TYNE
NE1 5RB



Bar 104257
£40

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 937663

I hereby certify that

D.W.TILLEY (ENGINEERS) LIMITED

having by special resolution changed its name,
is now incorporated under the name of

D W TILLEY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 JUNE 1988

A. M. Jones
A.M.E.

an authorised officer

MC0055

THE COMPANIES ACT 1985

COMPANY NO. 937663

D W TILLEY (ENGINEERS) LIMITED

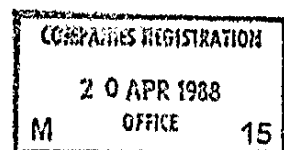
SPECIAL RESOLUTION

Pursuant to Section 378 of the Companies Act 1985 D W Tilley (Engineers) Limited passed on the 15th day of April 1988 at an extraordinary General Meeting of the members of the above named Company, duly held and convened at Meadowfield Industrial Estate, Ponteland on the 15th day of April 1988, the following resolution was duly passed.

"That the existing authorised share capital of 13,000 ordinary shares be increased to 50,000 ordinary shares of one pound each."

Signed *W. Tilly* Director

..... *D. W. Tilley* Secretary



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

10 APR 1988

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

937663

Name of company

* D W. TILLEY (ENGINEERS) LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15th APRIL 1988 the nominal capital of the company has been
increased by £ 37,000 beyond the registered capital of £ 13,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

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

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed



[Director][Secretary]† Date 15.4.88

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BRUNSWICK PLACE,
LONDON E1 6AF
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TELEX 20103



Presenter's name address and
reference (if any):

JORDAN & CO.

13 NEWCASTLE CENTRE
NEWCASTLE UPON TYNE
NE1 5RB

For official Use
General Section

Post room

COMPANIES REGISTRATION	
20 APR 1988	
M	OFFICE 15