

No. OF COMPANY 939069/1

IC.F. 411

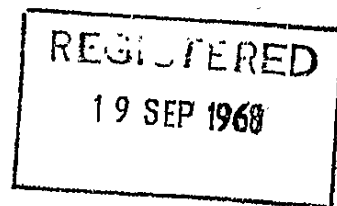
THE COMPANIES ACT, 1948.



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)
(SEE FOOTNOTE OVERLEAF.)



NAME OF
COMPANY Communications & Control Engineering Co.
LIMITED.

CAT. No. C.F.41.

CS11 JS164(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



Robert Barber & Sons

19 Castle Gate



I, John Kesling Walker

of 141 Lambley Lane Burton Joyce in the County of
Nottingham

lh
bh
kl
DO solemnly and sincerely declare that I am ~~(a) a Solicitor of the Supreme Court~~
~~engaged in the formation of~~ [a person named in the Articles of Association as a
Director/Secretary], (11)
of Communications & Control Engineering Co.

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 19 Castle Gate
in the City of Nottingham

✓ the 6th day of September
One thousand nine hundred and sixty-eight
before me,

K. L. Parnham
A Commissioner for Oaths (b)

John K. Walker

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.

NO. OF COMPANY

939069

7

COMPANY HAVING A SHARE CAPITAL

REGISTERED

19 SEP 1968



NAME OF
COMPANY

COMMUNICATIONS & CONTROL ENGINEERING CO

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, 1933.)

The Nominal Capital of the above-named Company is £ 10,000 ✓

(Ten thousand pounds)

Signature

John K. Walker

Date

6th September 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.

81445(D) (1)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,

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

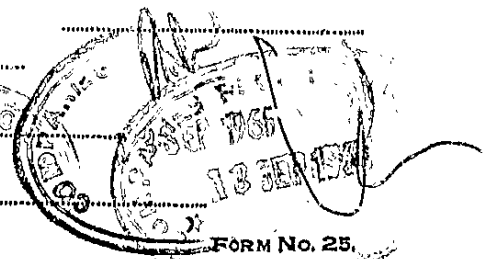
Presented for registration by

Document Filer's Reference

Robert Barber & Sons

19 Castle Gate

Nottingham





THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

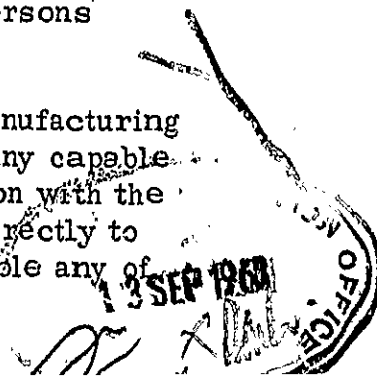
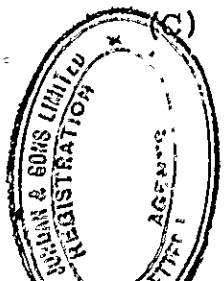
939069/3

REGISTERED

19 SEP 1968

COMMUNICATIONS & CONTROL ENGINEERING
CO. LIMITED.

1. The Name of the Company is "COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the business of Electronic Engineers; Electrical Engineers and Contractors; Designers, Developers, Manufacturers, Installers, Repairers and Factors of Mining Equipment and of Electrical and Household Goods, Devices and Appliances of every description; Cable Manufacturers and Jointers; Heating, Lighting, Ventilation, Communication and Television Engineers; Mechanical, Mining and General Engineers; and Inventors, Consultants and Agents in regard to the foregoing trades and businesses.
 - (B) To manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.
 - (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.

(16) 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.

(17) 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.

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

(19) 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 thereof, 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 £10,000, divided into 10,000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>John Keight Walker. 141. Lambey Lane Bristol Forge Nottingham Engineer</p> <p>Gerald Beethes 163 Wilkison Street Whitmore Nottingham Engineer</p>	<p>One. ✓</p> <p>One. ✓</p>
TOTAL SHARES TAKEN.	Two.

Dated this 6th day of September 19 68 ✓

Witness to the above Signatures :-

D Williamson. WILLIAMSON
Care to Robert Baines
1300
Nottingham.

939069/4

10/-

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES



Articles of Association

OF

REGISTERED

19 SEP 1968

COMMUNICATIONS & CONTROL ENGINEERING
CO. 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 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 Clause 1) 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 £10,000 divided into Ten Thousand 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.

TRANSFER OF SHARES.

6. In the event of the death of any Member (including a Director) the Directors may at any time within twelve calendar months from the date on which the legal personal representatives of the deceased Member obtain a Grant of Probate of the Will or Letters of Administration of the estate of the deceased Member call upon the said legal personal representatives to sell the Shares standing

in the name of the deceased Member to any such person as may be nominated by the Directors at the fair value thereof as certified by the Auditor of the Company and if the said legal personal representatives do not comply with such call within the period of fourteen days the Company may, at the expiration of such period, receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser who shall thereupon be registered as the Holder of the Shares.

7. The instrument of transfer of a fully paid Share need not be executed by or on behalf of the transferee and Clause 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS.

8. 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.

9. 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.

10. 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.

11. The following persons shall be the first Directors of the Company:-

John Keeling Walker and
Gerald Beetles.

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

13. 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.

14. 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.

John Keeling Walker
141. Lambey Lane
Buston Joyce,
Nottingham
Engineer

Gerald Beetham
163 Wilkin Street
Whitewash
Nottingham
Engineer.

Dated this 6th day of September 1968 ✓

Witness to the above Signatures :-

D Williamson
Clerk to Robert Barker Esq
Solicitor.
Nottingham.



CERTIFICATE OF INCORPORATION

No. 939069

I hereby certify that

COMMUNICATIONS & CONTROL ENGINEERING CO. 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 19th SEPTEMBER, 1968.

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

Assistant Registrar of Companies

Number of } 939069
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolutions

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

COMMUNICATIONS & CONTROL

ENGINEERING CO.

LIMITED

Passed 28th February, 1969.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 19 Castle Gate Nottingham at 12.15. o'clock in the afternoon on the 28th day of February, 1969 the subjoined SPECIAL RESOLUTIONS were duly passed, viz.:—

RESOLUTIONS

SEE ANNEXED



Robert Barber & Son
Nottingham

Signature

G. G. Butler

SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



SPECIAL RESOLUTIONS

1. That 1,000 of the unissued Ordinary Shares of £1 each in the capital of the Company be and they are hereby converted into 9% Convertible Preferred Ordinary Shares of £1 each having attached thereto the special rights set out in the Articles of Association of the Company as amended by the next succeeding Resolution.
2. That the Articles of Association of the Company be amended as follows:-
 - A. In Article 1 there shall be substituted for the figures and word "24, 53 and 75" the figures and word "4, 24, 53, 62, 75 and 79"
 - B. There shall be inserted after the heading "SHARE CAPITAL AND SHARES" the following Articles to be numbered 3 and 4 :-
 - "3. The Share Capital of the Company at the date of the adoption of this Article is £10,000 divided into 1,000 9% Cumulative Convertible Preferred Ordinary Shares of £1 each ("the Preferred Ordinary Shares") and 9,000 Ordinary Shares of £1 each
 - The rights attaching to the said respective classes of shares shall be as follows :-
 - (A) As regards income.

The profits which the Company may determine to distribute in respect of any financial year shall be applied in the first place in paying to the holders of the Preferred Ordinary Shares a fixed cumulative preferential dividend at the rate of 9 per cent. per annum on the capital paid up or credited as paid up on the Preferred Ordinary Shares held by them respectively and to be payable half-yearly on the 31st day of March and the

30th day of September in every year; next and subject thereto in paying to the holders of the Ordinary Shares a dividend for such year up to the rate of 9 per cent. per annum on the capital paid up or credited as paid up on the Ordinary Shares held by them respectively; and subject thereto the balance of the said profits shall be distributed amongst the holders of the Preferred Ordinary and Ordinary Shares (pari passu as if the same constituted one class of share) according to the amounts paid up or credited as paid up on the Preferred Ordinary and Ordinary Shares held by them respectively.

(B) As regards capital.

On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Preferred Ordinary Shares the sum of £1 per share together with a sum equal to any arrears deficiency or accruals of the fixed cumulative dividend on the Preferred Ordinary Share to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not; next and subject thereto in paying to the holders of the Ordinary Shares the sum of £1 per share; and the balance of such assets shall belong to and be distributed amongst the holders of the Preferred Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares and Ordinary Shares held by them respectively.

(C) As regards conversion.

The holders of the Preferred Ordinary Shares shall be entitled at any time to convert the whole but not a part only of the Preferred Ordinary Shares into Ordinary Shares and the following provisions shall have effect :-

- (i) Such conversion shall be effected either by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the holders of the Preferred Ordinary Shares which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares.
- (ii) Conversion of the Preferred Ordinary Shares into Ordinary Shares shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed (hereinafter called "the date of conversion").
- (iii) Forthwith after the date of conversion the holders of the Ordinary Shares resulting from conversion shall send to the Company the certificates in respect of their respective holdings of Preferred Ordinary Shares and the Company shall issue to such holders respectively certificates for the Ordinary Shares resulting from the conversion.
- (iv) The Ordinary Shares resulting from conversion shall rank pari passu in all respects with the remaining Ordinary Shares in the capital of the Company.

4. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat

shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

(A) by any alteration or increase or reduction of the authorised or issued capital of the Company, or by any variation of any of the rights attached to any of the shares for the time being in the capital of the Company; or

(B) by the sale of the undertaking of the Company or any substantial part thereof; or

(C) by any alteration or relaxation of the restrictions on the powers of the Directors to borrow give guarantees or create charges contained in Article 17; or

(D) by the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company."

C. Existing Articles 3 and 4 shall be renumbered Articles 5 and 6 and there shall be inserted after renumbered Article 6 the following Article to be numbered 7 :-

"7. Notwithstanding any other provisions of these Articles, if the Directors shall determine to make an issue of any shares forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and Commercial Finance Corporation Limited (in these Articles referred to as "I.C.F.C.") and to any subsidiary of I.C.F.C. for the time being holding shares in the capital of the

Company such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by I.C.F.C. or such subsidiary of I.C.F.C. (as the case may be) bears to the total issued equity share capital of the Company and such offer to I.C.F.C. and any such subsidiary of I.C.F.C. (as the case may be) shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of I.C.F.C. be registered in the name or names of I.C.F.C. or one or more of the subsidiaries of I.C.F.C."

- D. Existing Articles 5 and 6 shall be renumbered Articles 8 and 9 and there shall be inserted after renumbered Article 9 the following Article to be numbered 10 :-

"10. Notwithstanding any other provisions of these Articles, a transfer of shares in the Company or any such shares from time to time held by I.C.F.C. or by any subsidiary of I.C.F.C. may be made from time to time between I.C.F.C. and any subsidiary of I.C.F.C. or from one such subsidiary to another without restriction as to price or otherwise."

- E. Existing Articles 7, 8 and 9 shall be renumbered Articles 11, 12 and 13 and there shall be inserted after renumbered Article 13 the following heading and Article numbered 14 :-

"VOTES OF MEMBERS"

14. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation)

is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder;

Provided that the Preferred Ordinary Shares shall entitle the holders thereof to receive notice of all General Meetings but shall not entitle the holders to attend or vote at any General Meeting unless either:-

- (A) At the date of the notice or requisition to convene the meeting the fixed cumulative dividend on the Preferred Ordinary Shares is six months in arrear and so that for this purpose such dividend on the Preferred Ordinary Shares shall be deemed to be payable half-yearly on the 31st day of March and the 30th day of September in every year; or
- (B) The business of the meeting includes the consideration of a resolution for winding-up the Company;

Provided further that on any resolution referred to in paragraph (B) of this Article the holders of the Preferred Ordinary Shares shall upon a poll as a class have between them such number of votes as shall exceed by one vote one-third of the total number of votes exercisable in General Meeting by the Members of the Company in respect of their holdings of shares other than Preferred Ordinary Shares and in the event of there being more than one such holder of Preferred Ordinary Shares each such holder shall have a rateable proportion (calculated in accordance with the number of Preferred Ordinary Shares held by him) of the number of votes exercisable by the Preferred Ordinary Shareholders as a class; and for the purpose of calculating the number of votes to which the Preferred Ordinary Shareholders either separately or as a class are entitled under this Article any fraction of a vote shall be treated as one vote."

F. Existing Articles 10 and 11 shall be renumbered Articles 15 and 16.

G. Existing Article 12 shall be deleted and substituted by the

following new Article to be numbered 17:-

"17. Subject as hereinafter provided the Directors may exercise all the powers of the Company (whether express or implied)

(A) of borrowing or securing the payment of money

(B) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts and

(C) of mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures but so that :-

(i) the Directors of the Company shall procure that the aggregate of the amounts for the time being remaining undischarged by virtue of any of the foregoing operations and of the amounts for the time being remaining undischarged by virtue of any like operations by any subsidiary or subsidiaries of the Company (including any liability (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not at any time without the previous sanction of the holders of the Preferred Ordinary shares given in accordance with the provisions of Article 4 hereof exceed a sum equal to the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and share premium account of the Company (excluding any amounts arising from any writing up of the book values of any capital assets any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited Balance Sheet of the Company;

(ii) no such sanction shall be required to the borrowing of

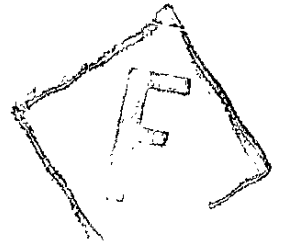
any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;

- (iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed has been or was thereby exceeded;
- (iv) except with the previous sanction of the holders of the Preferred Ordinary shares given in accordance with the provisions of Article 4 hereof no mortgage or charge shall be created on any part of the undertaking, property or assets of the Company or any subsidiary of the Company except in favour of I.C.F.C. or for the purpose of securing monies borrowed from bankers with interest thereon and bank charges."

H. . Existing Articles 13 and 14 shall be renumbered Articles 18 and 19.

NUMBER OF COMPANY :- 939069

23



THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act 1948, Section 141)

OF

COMMUNICATIONS AND CONTROL
ENGINEERING CO. LIMITED.

Passed on the 1st day of July 1975.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Park Road, Calverton, Nottingham on the 1st day of July 1975 the following SPECIAL RESOLUTION was duly passed :-

That the Articles of Association of the Company be and they are hereby amended in the following manner :-

- (a) By deleting from Article 3 the words '£10,000 divided into 1,000 9% Cumulative Convertible Preferred Ordinary Shares of £1 each ('the Preferred Ordinary Shares') and 9,000 Ordinary Shares of £1 each and substituting therefor the words '£50,000 divided into 5,000 Preferred Ordinary Shares of £1 each ('the Preferred Ordinary Shares') and 45,000 Ordinary Shares of £1 each.
- (b) By deleting in Article 3(A) the words '9 per cent' where the same appear therein and substituting therefor the words '6.3 pence per share'.
- (c) By deleting in Article 3(b) the figure '£1' where the same appears therein and substituting therefor the figure '20 pence'.

J.K. Walker
Chairman.



Number of Company : 939069

THE COMPANIES ACTS 1948-1967

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

REGISTRATION AGENTS

COMMUNICATION AND CONTROL ENGINEERING COMPANY LIMITED

Passed on the 21st day of February 1977

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at Park Road Calverton Nottingham on the 21st day of February 1977 the following Resolutions of which the First and Second were proposed as ORDINARY RESOLUTIONS and the Third as a SPECIAL RESOLUTION were duly passed:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £100,000 by the creation of 45,000 Ordinary Shares of £1 each and 5,000 Convertible Preferred Ordinary Shares of £1 each having such rights attached thereto as are set out in the Articles of Association of the Company as amended by the Special Resolution below.

2. That with the consent of the holders of the Convertible Preferred Ordinary Shares the sum of £50,000 not required for the payment or provision of any fixed preferential dividend and being monies standing to the credit of the profit and loss accounts in the books of the Company be capitalised and that the same be applied in paying up in full par 5,000 new Preferred Ordinary Shares of £1 each and 45,000 new Ordinary Shares of £1 each in the capital of the Company such shares to be distributed as fully paid among the persons who were registered as the holders of the Preferred Ordinary Shares and the Ordinary Shares respectively at the closing of the books of the Company on the 31st day of January 1977 on the basis of one new Preferred Ordinary Share for every one Preferred Ordinary Share held by such holders and one new Ordinary Share for every one Ordinary Share held by such holders as at that date.

SPECIAL RESOLUTION

3. That the Articles of Association of the Company be and they are hereby amended in the following manner:-

'By deleting from Article 3 the words '£50,000 divided into 5,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 45,000 Ordinary Shares of £1 each' and substituting therefor the words '£100,000 divided into 10,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 90,000 Ordinary Shares of £1 each'.

J K WALKER - CHAIRMAN

WE HEREBY CERTIFY that this is a true copy of the Resolutions

Cont/...

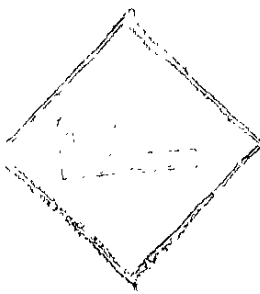
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passed at Park Road Calverton Nottingham on the 21st day of
February 1977.

John K. Wace
..... Chairman

G. Butler
..... Secretary



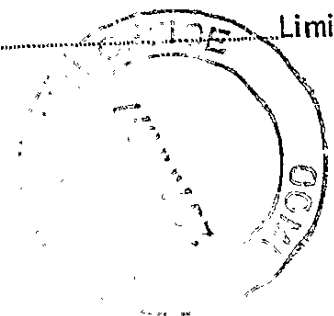
939069/27 number of company
form No. 10
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of
increase in nominal capital
pursuant to section 63 of the Companies Act 1948

name of company

COMMUNICATION & CONTROL ENGINEERING
COMPANY Limited

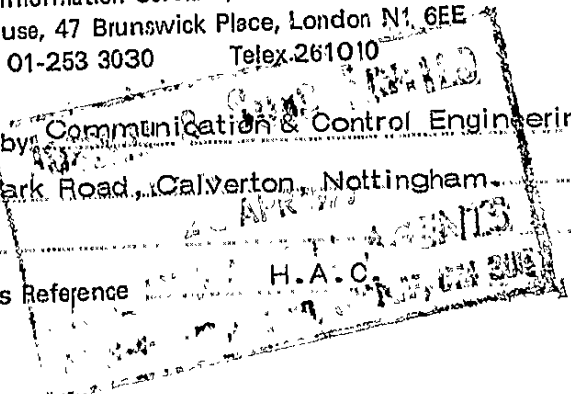


Jordan & Sons Limited
Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



Presented by Communication & Control Engineering Company Ltd.
Park Road, Calverton, Nottingham.

Presenter's Reference



To the Registrar of Companies

COMMUNICATION & CONTROL ENGINEERING COMPANY
Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) **Ordinary** Resolution of the Company dated **21st February** **1977**, the nominal Capital of the Company has been increased by the addition thereto of the sum of **£ 50,000** beyond the registered Capital of **£ 50,000**


The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
45000	Ordinary	£1 (one)
5000	Preferred Ordinary Shares	£1 (one)

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:—

The new shares rank in all respects parri passu with existing shares

— of the new Shares are Preference Shares, and are (2) [not] redeemable.


DIRECTOR (State whether Director or Secretary)

Dated, **5th APRIL** **1977**

(1) " Ordinary," " Extraordinary" or " Special "

(2) Delete as appropriate

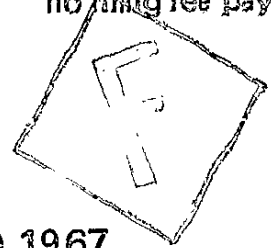
939069

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number of company

form No. 10

no filing fee payable



THE COMPANIES ACTS 1948 TO 1967

Notice of

increase in nominal capital

pursuant to section 63 of the Companies Act 1948

name of company

COMMUNICATION & CONTROL

ENGINEERING COMPANY

Limited

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by... **Communication & Control Engineering Company Ltd**
Park Road, Calverton, Nottingham

Presenter's Reference

IIAC/AEP/2/5



To the Registrar of Companies

COMMUNICATION & CONTROL ENGINEERING COMPANY

Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 1st July 1975, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 40,000 beyond the registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
36,000	Ordinary	£1. (one)
4,000	Preferred Ordinary Shares	£1 (one)

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:—

The new shares rank in all respects parri passu with existing shares.

of the new Shares are Preference Shares, and are (2) [not] redeemable.



(Signature)

DIRECTOR

(State whether Director or Secretary)

Dated 2nd May

19.77

(1) "Ordinary," "Extraordinary" or "Special"

(2) Delete as appropriate

No. of Company 938068

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

COMMUNICATION & CONTROL ENGINEERING CO. LIMITED

(Incorporated the 19th day of September, 1968)

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED

WITNESSETH THAT BY DEED OF ASSOCIATION
and MEMORANDUM OF ASSOCIATION of
this 10th day of July 1977, the
Associates have agreed to form a company
is to be in compliance with the
requirements of the European
Companies Act 1976

DATED 10/6/77.
p.p. JORDAN & SONS LIMITED

1. The Name of the Company is "COMMUNICATIONS & CONTROL
ENGINEERING CO. LIMITED".

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

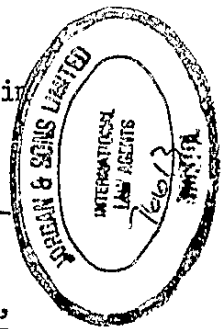
3. The Objects for which the Company is established are:-

(A) To carry on all or any of the business of Electronic
Engineers; Electrical Engineers and Contractors; Designers,
Developers, Manufacturers, Installers, Repairers and Factors
of Mining Equipment and of Electrical and Household Goods,
Devices and Appliances of every description; Cable Manufacturers
and Jointers; Heating, Lighting, Ventilation, Communication
and Television Engineers; Mechanical, Mining and General
Engineers; and Inventors, Consultants and Agents in regard
to the foregoing trades and businesses.

(B) To manufacture, buy, sell, maintain, repair and deal
in plant, machinery, tools, articles and things of all kinds
capable of being used for the purpose of the above-mentioned
businesses or any of them, or likely to be required by customers
of, or persons having dealings with the Company.

(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 £100,000 divided into 100,000 Shares of £1 each.

* By Ordinary Resolutions dated 1st July 1975 and 21st February 1977 the Share Capital of the Company was increased from £10,000 divided into Shares of £1 each.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED

(As amended by Special Resolutions dated 28th February 1969,
1st July 1975 and 21st February 1977)

DATED 12/6/77.

P. P. JORDAN & SONS 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 4, 24, 53, 62, 75 and 79 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 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 date of the adoption of this Article is £100,000 divided into 100,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 90,000 Ordinary Shares of £1 each.

The rights attaching to the said respective classes of shares shall be as follows:-

(A) As regards income.

The profits which the Company may determine to distribute in respect of any financial year shall be applied in the first place in paying to the holders of the Preferred Ordinary Shares a fixed cumulative preferential dividend at the rate of 6.3 pence per share per annum on the capital paid up or credited as paid up on the Preferred Ordinary Shares held by them respectively and to be payable half-yearly on the 31st day of March and the 30th day of September in every year; next and subject thereto in paying to the holders of the Ordinary Shares a dividend for such year up to the rate of 6.3 pence per share

per annum on the capital paid up or credited as paid up on the Ordinary Shares held by them respectively; and subject thereto the balance of the said profits shall be distributed amongst the holders of the Preferred Ordinary and Ordinary Shares (pari passu as if the same constituted one class of share) according to the amounts paid up or credited as paid up on the Preferred Ordinary and Ordinary Shares held by them respectively.

(B) As regards capital.

On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Preferred Ordinary Shares the sum of 20 pence per share together with a sum equal to any arrears deficiency or accruals of the fixed cumulative dividend on the Preferred Ordinary Share to be calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not; next and subject thereto in paying to the holders of the Ordinary Shares the sum of 25 pence per share; and the balance of such assets shall belong to and be distributed amongst the holders of the Preferred Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares and Ordinary Shares held by them respectively.

(C) As regard conversion.

The holders of the Preferred Ordinary Shares shall be entitled at any time to convert the whole but not a part only of the Preferred Ordinary Shares into Ordinary Shares and the following provisions shall have effect:-

(i) Such conversion shall be effected either by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the holders of the Preferred Ordinary Shares which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares.

(ii) Conversion of the Preferred Ordinary Shares into Ordinary Shares shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed (hereinafter called "the date of conversion").

(iii) Forthwith after the date of conversion the holders of the Ordinary Shares resulting from conversion shall send to the Company the certificates in respect of their respective holdings of Preferred Ordinary Shares and the Company shall issue to such holders respectively certificates for the Ordinary Shares resulting from the conversion.

(iv) The Ordinary Shares resulting from conversion shall rank pari passu in all respects with the remaining Ordinary Shares in the capital of the Company.

4. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

(A) by any alteration or increase or reduction of the authorised or issued capital of the Company, or by any variation of any of the rights attached to any of the shares for the time being in the capital of the Company; or

(B) by the sale of the undertaking of the Company or any substantial part thereof; or

(C) by any alteration or relaxation of the restrictions on the powers of the Directors to borrow give guarantees or create charges contained in Article 17; or

(D) by the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company.

5. The original Share Capital of the Company is £10,000 divided into Ten Thousand Shares of £1 each.

6. 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.

7. Notwithstanding any other provisions of these Articles, if the Directors shall determine to make an issue of any shares

forming part of the equity share capital of the Company they shall be bound to offer for subscription to Industrial and Commercial Finance Corporation Limited (in these Articles referred to as "I.C.F.C.") and to any subsidiary of I.C.F.C. for the time being holding shares in the capital of the Company such a proportion of the shares which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by I.C.F.C. or such subsidiary of I.C.F.C. (as the case may be) bears to the total issued equity share capital of the Company and such offer to I.C.F.C. and any such subsidiary of I.C.F.C. (as the case may be) shall be made on the like terms and conditions as to payment and otherwise as the issue of the remainder of such shares and so that such shares shall at the request of I.C.F.C. be registered in the name or names of I.C.F.C. or one or more of the subsidiaries of I.C.F.C.

8. 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.

TRANSFER OF SHARES

9. In the event of the death of any Member (including a Director) the Directors may at any time within twelve calendar months from the date on which the legal personal representatives of the deceased Member obtain a Grant of Probate of the Will or Letters of Administration of the estate of the deceased Member call upon the said legal personal representatives to sell the Shares standing in the name of the deceased Member to any such person as may be nominated by the Directors at the fair value thereof as certified by the Auditor of the Company and if the said legal personal representatives do not comply with such call within the period of fourteen days the Company may, at the expiration of such period, receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser who shall thereupon be registered as the Holder of the Shares.

10. Notwithstanding any other provisions of these Articles, a transfer of shares in the Company or any such shares from time to time held by I.C.F.C. or by any subsidiary of I.C.F.C. may be made from time to time between I.C.F.C. and any subsidiary of I.C.F.C. or from one such subsidiary to another without restriction as to price or otherwise.

11. The instrument of transfer of a fully paid Share need not be executed by or on behalf of the transferee and Clause 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS

12. 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.

13. 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".

VOTES OF MEMBERS

14. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a representative shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder;

Provided that the Preferred Ordinary Shares shall entitle the holders thereof to receive notice of all General Meetings but shall not entitle the holders to attend or vote at any General Meeting unless either:-

(A) At the date of the notice or requisition to convene the meeting the fixed cumulative dividend on the Preferred Ordinary Shares is six months in arrear and so that for this purpose such dividend on the Preferred Ordinary Shares shall be deemed to be payable half-yearly on the 31st day of March and the 30th day of September in every year; or

(B) The business of the meeting includes the consideration of a resolution for winding-up the Company;

Provided further that on any resolution referred to in paragraph (B) of this Article the holders of the Preferred Ordinary Shares shall upon a poll as a class have between them such number of votes as shall exceed by one vote one-third of the total number of votes exercisable in General Meeting

by the Members of the Company in respect of their holdings of shares other than Preferred Ordinary Shares and in the event of there being more than one such holder of Preferred Ordinary Shares each such holder shall have a rateable proportion (calculated in accordance with the number of Preferred Ordinary Shares held by him) of the number of votes exercisable by the Preferred Ordinary Shareholders as a class; and for the purpose of calculating the number of votes to which the Preferred Ordinary Shareholders either separately or as a class are entitled under this Article any fraction of a vote shall be treated as one vote.

DIRECTORS

15. 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.

16. The following persons shall be the first Directors of the Company:-

John Keeling Walker and
Gerald Beetles.

17. Subject as hereinafter provided the Directors may exercise all the powers of the Company (whether express or implied)

(A) of borrowing or securing the payment of money

(B) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts and

(C) of mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures but so that:-

(i) the Directors of the Company shall procure that the aggregate of the amounts for the time being remaining undischarged by virtue of any of the foregoing operations and of the amounts for the time being remaining undischarged by virtue of any like operations by any subsidiary or subsidiaries of the Company (including any liability (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not at any time without the previous sanction of the holders of the Preferred Ordinary shares given in accordance with the provisions of Article 4 hereof exceed a sum equal to the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and share premium account of the Company

(excluding any amounts arising from any writing up of the book values of any capital assets any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited Balance Sheet of the Company;

(ii) no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies than already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;

(iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed has been or was thereby exceeded;

(iv) except with the previous sanction of the holders of the Preferred Ordinary shares given in accordance with the provisions of Article 4 hereof no mortgage or charge shall be created on any part of the undertaking, property or assets of the Company or any subsidiary of the Company except in favour of I.C.F.C. or for the purpose of securing monies borrowed from bankers with interest thereon and bank charges.

18. 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

19. 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.

Notice of increase in nominal capital

Pursuant to Section 62 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold back lettering*delete as
appropriate

To the Registrar of Companies

Company number

939069

For official use

Name of company

COMMUNICATION & CONTROL ENGINEERING CO

Limited*

~~Ordinary~~ ~~Extraordinary~~ ~~Special~~ Ordinary
hereby gives you notice that by an ~~Extraordinary~~ resolution of the company dated the
5th September 1978, the nominal capital of the company has been increased
by the addition thereto of a sum of £ 100,000 beyond the registered capital of £ 100,000

The additional capital is divided as follows:—

Number of shares	Class of share	Nominal amount of each share
90,000	Ordinary	£1 (One)
10,000	Preferred Ordinary	£1 (One)

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:—†

The new shares rank in all respects parri passu with
existing shares

† If any of the
shares are
preference shares
state whether they
are redeemable or
not.

Signed

(Director) ~~(Secretary)~~

Date 5th September 1978

Presentor's ref:
telephone no:
name and address:
H.A. Carlin
Communication & Control
Engineering Co. Ltd.,
Park Road
Calverton
Nottingham
Telephone
Woodborough 2574

For official use
General section

Post room



75

02 10 78

54

COMMUNICATION AND CONTROL ENGINEERING CO. LTD.

ORDINARY RESOLUTIONS

Passed the 5th day of September 1978 at an
Extraordinary General Meeting of the above-named
Company held at the Registered Office at Park Road Calverton,
Nottingham.

1. That the authorised share capital of the Company be increased to £200,000 by the creation of 90,000 Ordinary Shares of £1 each and 10,000 Convertible Preferred Ordinary Shares of £1 each having such rights attached thereto as are set out in the Articles of Association of the Company as amended by the Special Resolution below.
2. That with the consent of the holders of the Convertible Preferred Ordinary Shares the sum of £100,000 not required for the payment or provision of any fixed preferential dividend and being monies standing to the credit of the capital reserve and profit and loss accounts in the books of the Company be capitalised and that the same be applied in paying up in full par 10,000 new Preferred Ordinary Shares of £1 each and 90,000 new Ordinary Shares of £1 each in the capital of the Company such shares to be distributed as fully paid among the persons who were registered as the holders of the Preferred Ordinary Shares and the Ordinary Shares respectively at the closing of the books of the Company on the 31st day of July 1978 on the basis of one new Preferred Ordinary Share for every one Preferred Ordinary Share held by such holders as at that date.

Certified Copy of Ordinary Resolution

Dated 5 September 1978

John K Waen

Chairman



COMMUNICATION AND CONTROL ENGINEERING CO. LTD.

SPECIAL RESOLUTIONS

Company no. 063073

137

That the Articles of Association of the Company be and they are hereby amended in the following manner:

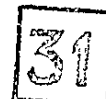
'By deleting from Article 3 the words '£100,000 divided into 10,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 90,000 Ordinary Shares of £1 each' and substituting therefor the words £200,000 divided into 20,000 Preferred Ordinary Shares of £1 each ('The Preferred Ordinary Shares') and 180,000 Ordinary Shares of £1 each.'

Certified Copy of Special Resolution

Dated 5 September 1978

Director

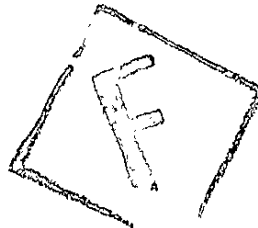
[Signature]



No. of Company.....929069

Form No. 28

(No registration
fee payable)



Notice of consolidation, division, sub-division
or conversion into stock of shares

Pursuant to Section 62 of the Companies Act 1948

Notice of consolidation, division, sub-division, or conversion into stock of shares, specifying the shares so consolidated, dividend, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (other wise than in connection with a reduction of share capital under Section 65 of the Companies Act, 1948).

To the Registrar of Companies

Name of Company.....COMMUNICATIONS & CONTROL ENGINEERING CO.....Limited*

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

the existing issued 200,000 ordinary shares of £1 each in the capital of the Company be converted into one deferred share of £1 each.

Signed.....

State whether

Director or Secretary.....

Date.....

*Delete "Limited" if not applicable

Presented by:

Herbert Smith & Co.
Watling House
Cannon Street London EC4

Presenter's reference:

56/C98

No of Company

539069/44

THE COMPANIES ACTS 1945 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 **COMMUNICATIONS & CONTROL ENGINEERING CO** Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
..... **9th November 1979** the nominal capital of the company has been increased by the
addition thereto of a sum of £ **2,000,000** beyond the registered capital of £ **200,000**

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
2,000,000	Ordinary	1p

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)

Signed.....

Mr. P. B. B. B.

State whether

Director or Secretary.....

Secretary

Date

9th November 1979

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

(see notes overleaf)

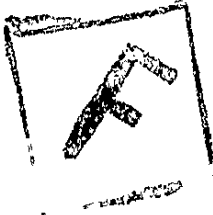
Presented by: **Herbert Smith & Co**
Watling House
Cannon Street
London EC4

Presentor's reference: **56/C98**

Form No. 10



Margin reserved for binding



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

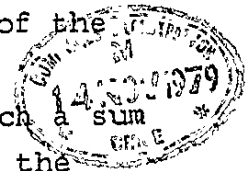
COMMUNICATIONS & CONTROL ENGINEERING CO.
LIMITED

Jkn At an Extraordinary General Meeting of the above-named Company held at ~~14 Fletcher Gate Nottingham~~ *Park Road Calverton* on the 9th day of November 1979 the following resolution was passed as a Special Resolution:-

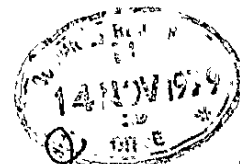
SPECIAL RESOLUTION

That:-

- (a) the authorised share capital of the Company be increased to £202,000 by the creation of 200,000 ordinary shares of 1p each.
- (b) forthwith upon the allotment of 200,000 ordinary shares of 1p each pursuant to paragraph (c) of this resolution, each of the existing issued 200,000 ordinary shares of £1 each in the capital of the Company be converted into one deferred share of £1 the holders whereof shall be entitled to the following rights:-
 - (i) no right to receive any dividend;
 - (ii) on a return of assets on liquidation or otherwise the right to receive out of the assets of the Company available for distribution amongst the members such a sum not exceeding the amount paid up on the deferred shares as may be available after payment to holders of the ordinary shares of the sum of £10,000 per share; and
 - (iii) no right to receive notice of or to attend or vote at any general meeting of the Company;



- (c) upon the recommendation of the Directors, it is desirable to capitalise the sum of £200,000 being part of the amount standing to the credit of reserves of the Company and accordingly that the Directors be authorised and directed to appropriate the said sum to the holders registered immediately prior to the passing of this resolution of the 200,000 issued ordinary shares of £1 each of the Company in the proportions in which such sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such sum on their behalf in paying up in full 200,000 unissued ordinary shares of 1p each, to be allotted and distributed, credited as fully paid, to and among the said holders in the proportions aforesaid; and
- (d) the regulations contained in the printed documents submitted to this meeting and for the purposes 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 the existing articles thereof; and
- (e) subject to obtaining the consent of the Department of Trade the name of the Company should be changed to:-
COMMUNICATION & CONTROL ENGINEERING CO. LIMITED.



Caudes & Co.,
£40 —
005174

John K. Wailes

CHAIRMAN



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 939069

147

I hereby certify that

COMMUNICATIONS & CONTROL ENGINEERING CO. LIMITED

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

COMMUNICATION & CONTROL ENGINEERING CO. LIMITED

Given under my hand at Cardiff the 13TH DECEMBER 1979

Assistant Registrar of Companies

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) 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

[illegible]

939069

Name of company

* COMMUNICATION & CONTROL ENGINEERING CO. LIMITED

* insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note

**Please read notes
1 to 4 overleaf
before completing
this form**

Day Month

3	1	1	2
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~(shortened)~~☒extended† and ~~is to be treated as having come to an end~~☒will come to an end† on

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary]~~[holding company]~~† of DAKKA U.K. LTD.

company number 2403845

the accounting reference date of which is 31st December

Signed

[Director]~~[Secretary]~~ Date

7-9-1969

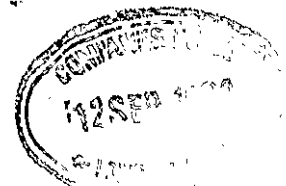
Presentor's name address and
reference (if any):

Slaughter and May,
35 Basinghall Street,
London EC2V 5DB

Ref: CF/SJXh

For official Use
General Section

Post room



COMMUNICATION & CONTROL ENGINEERING CO. LTD

MINUTES of an Extraordinary General Meeting held at the Company's Registered Office at Park Road, Calverton, Nottingham, NG14 6LL on 8th May 1992.



PRESENT : Mr I. P. Greenaway
Authorised Representative of RMCA Holdings Ltd

Mr R. H. Baguley
Authorised Representative of Draka UK Ltd

1. Mr I. Greenaway took the chair and declared that the Notice of the Meeting (to which consent to short notice had been received) was taken as read.
2. Mr I. Greenaway proposed, and Mr R. H. Baguley seconded, the following resolution.

SPECIAL RESOLUTION

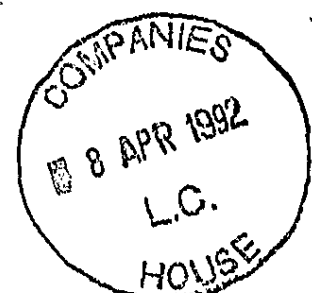
That the name of the Company be changed to:-

Draka Calflex Ltd

The resolution was carried unanimously on a show of hands and the Chairman declared the same to have been duly passed as a Special Resolution.

3. There being no other business the meeting was terminated.

[Signature]
Chairman



MR 103560
C/N K200
SARIE JAY

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 939069

The Registrar of Companies for England and Wales hereby certifies that

COMMUNICATION & CONTROL ENGINEERING CO. LIMITED

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

DRAKA CALFLEX LTD

Given at Companies House, London, the 8th May 1992

A handwritten signature in black ink, appearing to read 'C. O. Friend', with a stylized flourish at the end.

C. O. FRIEND

For The Registrar Of Companies



C O M P A N I E S H O U S E

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 939069

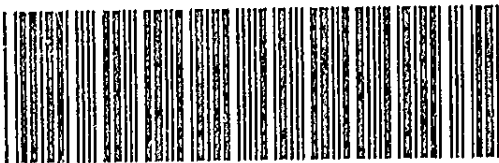
The Registrar of Companies for England and Wales hereby certifies that

DRAKA CALFLEX LTD

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

DRAKA U.K. LIMITED

Given at Birmingham, the 3rd January 1995



Cheryl Ellis
CHERYL ELLIS.

C00939069C

For The Registrar Of Companies



C O M P A N I E S H O U S E

WE CERTIFY THIS TO BE A TRUE &
COMPLETE COPY OF THE ORIGINAL
EVERSHEDS. *Greenaway* *add this*
EVERSHED, WELLS & HIND
14 FLETCHER GATE, NOTTINGHAM

Company No. 939069

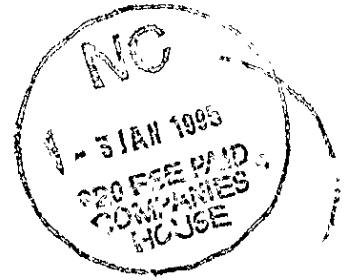
The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

DRAKA CALFLEX LIMITED



In accordance with section 381A of the Companies Act 1985 the following resolution is hereby passed as a Special Resolution by all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company:-

RESOLUTION

That the name of the Company be changed to "Draka U.K. Limited".

Member

Date

..... *R.H. Baguley*

3rd January 1995

R.H. Baguley for and on behalf
of RMCA Holdings Limited

..... *I. Greenaway*

3rd January 1995

I. Greenaway for and on behalf
of Draka U.K. Limited

*1 cheque of £400.00
(Natwest)
121008.*

As auditors to the Company we hereby confirm pursuant to Section 381B of the Companies Act 1985 that in our opinion the above Resolution does concern us as auditors but need not be considered by the Company in general meeting.

..... *KPMG Peter Marshall*

Dated 20th December 1994