

Number of
Company

1005071

1

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

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

Insert the
Name of the
Company.

FAIREY NUCLEAR

LIMITED

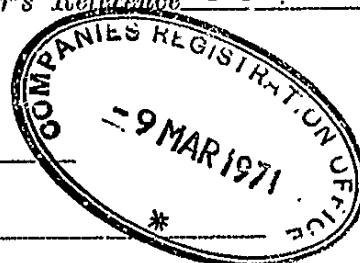
Presented by

Ashurst Morris Crisp & Co.,

17 Throgmorton Avenue,

London E.C.2.

Presenter's Reference B-J



Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, RICHARD JAMES STEPHEN BETHELL-JONES

of 17 Throgmorton Avenue, London E.C.2.

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("a Solicitor of the

Supreme Court engaged in the formation of

of

FAIREY NUCLEAR 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 20 Poptham Avenue
London E.C.2.

the 9th day of March

one thousand nine hundred and

Seventy-one

Before me,

Peter J.N. Preston

Richard Jones

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

Number of } 1005071/2
Company }

STATEMENT OF THE NOMINAL CAPITAL

OF

FAIREY NUCLEAR

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section
the Finance Act 1899, Section 39 of the Finance Act 1920 and
Section 41 of the Finance Act 1933.



THE NOMINAL CAPITAL of the above named Company is £ 100

Signature Ashurst, Morris, Crisp & Co.

Description Solicitors engaged in the formation

Dated the 5th day of MARCH 19 71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

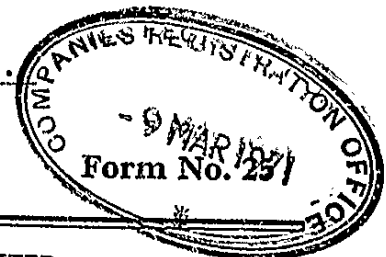
This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference..... B-J

Ashurst Morris Crisp & Co.,

17 Throgmorton Avenue, London E.C.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

105-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
105-102 Fleet Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
105-102 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew
Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

1005071/3

MEMORANDUM OF ASSOCIATION

of

FAIREY NUCLEAR LIMITED

1. The name of the Company is "FAIREY NUCLEAR 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 design, develop, assemble, construct, manufacture and supply and to buy, sell and deal in nuclear reactors and components of all types for industrial, commercial, research, educational, medical, nutritional and any other purposes and all kinds of speciality and other auxiliaries, control equipment, apparatus, appliances and instruments used in connection therewith; and to carry out and provide facilities for nuclear engineering and design, development and research work of every description; and to undertake the design, construction, erection and equipment of nuclear power stations and to carry on the business of building, civil engineering and public works contractors in all its branches; and to act as consultants in connection with any of the foregoing.
 - (B) To carry on the businesses of electrical, mechanical, chemical, heating, electronic and nuclear engineers and producers and suppliers of electrical, thermal, nuclear and other forms of power and light for all purposes, and of manufacturers, designers, suppliers, repairers and hirers of and dealers in every description of mechanical, electrical and nuclear machinery and apparatus and all kinds of control equipment, appliances, articles and things used or capable of being used in connection with the generation, distribution, supply, accumulation and utilisation of electrical, nuclear and other forms of power and light

COMPANIES REGISTRATION OFFICE
- 9 MAR 1971

(C) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.

(D) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.

(E) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell or otherwise deal with shares, securities or obligations of, and to subsidise or otherwise assist any such person or company.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business and to erect, construct and equip buildings and works of all kinds.

(G) To apply for, purchase or otherwise acquire any patents, licences, and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(H) To purchase, subscribe for or otherwise acquire, and to hold the shares, securities or obligations of any company in the United Kingdom or elsewhere.

(I) To invest the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.

(J) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract or indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing any company which is, (Within the meaning of Section 154 of the Companies Act, 1948 or any statutory re-enactment or modification thereof) in relation to the Company

a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(K) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

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

— (M) To lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.

(N) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company.

(O) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock, securities or obligations

(P) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(Q) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated

to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(R) To promote any company or companies for the purposes of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all the expenses of or incidental to such promotion

(S) To amalgamate with any other company.

(T) To distribute any of the Company's property or assets among the members in specie.

(U) To cause the Company to be registered or recognised in any foreign country.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.



(W) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

And it is hereby declared that the word "company" save where used in reference to this Company in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited

5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 TERENCE LEONARD BURRETT 17 Throgmorton Avenue, London, E.C.2. Solicitors Articled Clerk	1
 RICHARD JAMES STEPHEN BETHELL-JONES 17, Throgmorton Avenue, London E.C.2. Solicitor.	1

DATED this 5th day of March 1971

Witness to the above Signatures :-

Shirley Smith,
17 Throgmorton Avenue,
London E.C.2.
Secretary

1005071/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FAIREY NUCLEAR LIMITED

I. GENERAL

1. The regulations contained in Table "A" (hereinafter referred to as 'Table "A" ') of the First Schedule to The Companies Act, 1948 shall apply to the Company save as excluded or modified by the following additional regulations of the Company.
2. The following Clauses of Table "A" shall not apply to the Company :
 - (A) In Part I :- 24, 53, 69, 75, 78, 79, 84(2), 84(4), 87, 89 to 95 inclusive, 97, 98, 99, 106.
 - (B) In Part II :- 1, 4.

II. SHARES

3. Any shares in the capital of the Company may be allotted, or otherwise disposed of, to such persons, for such consideration and upon such terms and conditions and at such times as the Directors may determine, but so that, except in accordance with the provisions of the Act, no shares shall be issued at a discount.

III. LIEN

4. In clause II of Part I of Table "A" the words "(other than fully paid shares)" shall be omitted.

IV. GENERAL MEETINGS AND VOTES OF MEMBERS

5. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the instrument wishes to vote by that person before he casts any vote and in default of such production any vote cast by that person shall not be counted.

V. DIRECTORS

6. The number of Directors shall be not less than two. The first Directors shall be the persons who shall be nominated in writing either before or after the incorporation of the Company by the Subscribers to the Memorandum of Association.

7. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall be entitled, in the absence of the Director whom he represents, to attend and vote at Meetings of Directors. Provided always that no such appointment of any person, not being a Director, shall be operative unless or until the approval of the Directors by a majority consisting of not less than two-thirds of the whole of the Directors shall have been given thereto. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

8. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

VI. POWERS AND DUTIES OF DIRECTORS

9. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly interested or indirectly interested and if he do so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

10. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

11. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary service such special remuneration for the services rendered as they may think proper.

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

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any other such company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if any statute shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

VII. APPOINTMENT AND REMOVAL OF DIRECTORS

14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

15. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Clause 96 of Table "A", and without prejudice to the powers of the Directors under Article 14 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director

VIII. PROCEEDINGS OF DIRECTORS

16. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director, and has given to the Secretary notice of his absence from the United Kingdom, due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. An alternate Director shall not be entitled to receive notice of meetings of the Directors except where the Director appointing him has given notice of his absence as aforesaid. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

17. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

18. A resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TERENCE LEONARD BURRETT
17 Throgmorton Avenue,
London, E.C.2.

T.L. Burrett

Solicitor's Articled Clerk

RICHARD JAMES STEPHEN BETHELL-JONES
17, Throgmorton Avenue,
London, E.C.2.
Solicitor

R. Bethell-Jones

DATED this 5th day of March 1971

Witness to the above Signatures :-

Shirley Smith,
17 Throgmorton Avenue,
London E.C.2.
Secretary



CERTIFICATE OF INCORPORATION

No. 1005031

I hereby certify that

FAIREY NUCLEAR 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 17th MARCH, 1971.


Assistant Registrar of Companies