

AVL UNITED KINGDOM LIMITED

Company number: 1067795

WRITTEN RESOLUTIONS OF AVL UNITED KINGDOM LIMITED

We, the undersigned, being all the members, for the time being, of the above named company entitled to receive notice of and to attend and vote at a general meeting, hereby pass the following resolutions as ordinary resolutions and agree that the said resolutions shall for all purposes be as voted and effective as if the same had been passed at a general meeting of the company duly convened and held: -

ORDINARY RESOLUTION

That in accordance with Section 121 of the Companies Act 1985, the authorised share capital of the company be increased from £3,300,000 by the issue of 3,700,000 ordinary shares of £1 each.

The new shares to rank pari passu with existing shares.

That the revised memorandum and Articles of Association reflecting the increased authorised share capital be hereby adopted.

ORDINARY RESOLUTION

That the Directors of the company be authorised during the five years from the date of this notice to allot, grant options or otherwise dispose of the shares of the company to such persons at such times and on such conditions as they think fit.

Signed



H O List

on behalf of AVL UK Holdings Limited

23 December 2003

Date



W Moser

on behalf of AVL UK Holdings Limited

23 December 2003

Date



A57
COMPANIES HOUSE
A04
COMPANIES HOUSE

0627
02/04/04
01/03/04

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
AVL UNITED KINGDOM LIMITED

- 1.¹ The Name of the Company is AVL UNITED KINGDOM LIMITED
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To carry on all or any of the businesses of suppliers, designers, manufacturers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors and agents for the sale of, and dealers in engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil and general engineers, engineering consultants, production planners, prototype designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wire drawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinnerns, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway forwarding, passenger and freight agents, insurance and general commission agents and general merchants.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
 - (C) To purchase or by any other means acquire any 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, 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.

¹ (Previously AVL Instrumentation Ltd changed 27th January 1986)
(Previously AVM Tools Ltd changed 1st December 1972)

- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railway, 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.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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.
- (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, licenses, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under grant or license 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 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.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms or companies.
- (I) 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, 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.

- (J) 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.
- (K) To invest and deal with the moneys of the Company not immediately requires in such shares or upon such securities and in such manner as may from time to time be determined.
- (L) To apply for, promote, and obtain an Act of Parliament, Provisional Order, or Licence of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any 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.
- (M) To enter into any arrangements with any Governments or Authorities 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, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) 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.
- (O) To subscribe for, purchase, or otherwise acquire and hold Share or other interests in or Securities of any other company having objects altogether or in part similar to those of Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) 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.
- (Q) 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any such persons and of their wives, widows, children, and other relatives and dependents.

- (R) 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.
- (S) 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.
- (T) To distribute among the Members of the Company in kind of 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.
- (U) 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 other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.
- (W) 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 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 Members is Limited.

5.² The Share Capital of the Company is £7,000,000 divided into Seven Million Shares of £1 each.

² as increase by ordinary resolution on 23 December 2003

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GEORGE A. CORDEROY Temple Chambers Temple Avenue London EC4Y 0HP Company Director	One
ROY C. KEEN Temple Chambers Temple Avenue London, EC4Y 0HP Company Director	One

Dated the 1st day of August 1972

Witness to the above Signatures:-

Nigel L Blood
Temple Chambers
Temple Avenue
London, EC4Y 0HP

COMPANY NUMBER: 01067795

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
AVL UNITED KINGDOM LIMITED

(Previously AVL Instrumentation Ltd changed 27th January 1986)
(Previously AVM Tools Ltd changed 1st December 1972)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 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 hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES

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

GENERAL MEETINGS

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

DIRECTORS

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
7. The first Directors of the Company shall be appointed by the Subscribers hereto by an Instrument in writing under their hands.
8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.
9. 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 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.
10. 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 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.
11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

ACCOUNTS

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.
14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

SHARE CAPITAL

16.* The Share Capital of the Company is £7,000,000 divided into Seven Million share of £1 each.

SECRETARY

17. The first Secretary of the Company shall be GEORGE ALBERT CORDEROY.

* as increased by ordinary resolution on 23 December 2003