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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Please do not
write in this
binding margin

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



Company number

1342230

Name of Company

FULLEON.

Limited*

* delete if
inappropriate

I, JOHN PATRICK O'DONNELL

of 313/314, Grand Buildings, Trafalgar Sq., London, WC2N 5NB

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a person named as secretary of the Company in
the statement delivered under Section 21 of the Companies Act 1976

of FULLEON.

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 SWAYLANDS HOUSE,
High St.,
Brasted, Kent, TN16 1JL

the 1st day of September

One thousand nine hundred and seventy-seven

before me

B. J. Walker

~~XXXXXXXXXXXXXXXXXXXX~~ A solicitor empowered to administer oaths

† or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

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

J.P.Co.Reg. & Co.,
313/314, Grand Buildings,
Trafalgar Square,
London WC2N 5NB

For official use

General section

Post room

J. G. Owen

1342230/3

1342230/3
COMPANY REGISTRATION
✓

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FULLEON ✓
LIMITED



1. The name of the company is "
FULLEON. / Limited".
2. The registered office of the company will be situate
in England. ✓
3. The objects for which the company is established are:-

(a)(1) To carry on business as designers, consultants, developers, constructors, manufacturers and dealers in engineering apparatus, equipment, tools, plant and machinery, electronic and mechanical devices, equipment and apparatus of every description and to carry out and undertake research into, and to import, export, let on hire or rental any of these items.

(2) To carry on business as light and heavy engineers, mechanical, motor, electrical, oil, fuel, constructional, marine, civil, sanitary and consulting engineers, ironmongers, ironmasters, iron-founders, ironworkers, steel-makers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally, ship-builders, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand-blast workers, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, heating and ventilating experts, manufacturing chemists, brick and tile manufacturers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors and oil merchants and contractors generally, builders, decorators, painters, glaziers and plumbers.

(3) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.

J.P. Company

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company;
- (c) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
- (d) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;
- (e) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;
- (f) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same;
- (g) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;
- (h) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (i) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;
- (j) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (k) To receive money on deposit, with or without allowance of interest thereon;
- (l) To advance and lend money upon such security as may be thought proper, or without taking any security therefor;
- (m) To invest the monies of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined;
- (n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this 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. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
John Patrick O'Donnell 42 Arran Road Catford London S.E.6. Company Director <i>J.P. O'Donnell</i>	One
Danuta O'Donnell 42 Arran Road Catford London S.E.6. Company Director <i>D. O'Donnell</i>	One

DATED THIS

1 DAY OF

Sept., 1977

WITNESS TO THE ABOVE SIGNATURES:-

P. J. O'Donnell

Patrick Joseph O'Donnell
169 Firhill Road
Catford
London
S.E.6.

Company Director

Articles of Association

OF

1342230/4

FULFORD

LIMITED

PRELIMINARY

1. The regulations contained in Part 1 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, Clause 24, 53 and 75 in Part 1 of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part 1 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 in Part 11 of Table A as varied by these Articles shall accordingly 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, on such terms, and in such manner as they think fit, subject to the provisions of the next following Clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, shall be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The Lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up shares and to all shares

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than nine.

9. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

10. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of 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.

11. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

12. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-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 1 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-

(1) If he resigns his office by notice in writing to the Company.

(2) If he becomes bankrupt or enters into any arrangement with his creditors.

- (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
(4) If he becomes of unsound mind.
(5) If he is removed from office by a resolution duly passed under section 184 of the Act.

INDEMNITY

15. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

FIRST SECRETARY

16. The First Secretary of the Company shall be John Patrick O'Donnell.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

John Patrick O'Donnell
42 Arran Road
Catford
London, S.E.6.
Company Director

J. P. O'Donnell

Danuta O'Donnell
42 Arran Road
Catford
London, S.E.6.
Company Director

D. O'Donnell

Dated this

1

day of

Sept.

19 77

Witness to the above signatures:-

P. J. O'Donnell

Patrick Joseph O'Donnell
169 Firhill Road
Catford
London, S.E.6.

Company Director

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number
1342230

Name of Company

FULLEON.

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

313/314, Grand Buildings,
Trafalgar Sq., London, WC2

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

J.P. Company Registration & Co.,
313/314, Grand Buildings, Trafalgar Sq., London, WC2

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

J.P. Co. Reg. & Co.,
313/314, Grand Buildings
Trafalgar Square,
London. WC2N 5NB

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
DANUTA O'DONNELL	Company Director
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
313/314, Grand Buildings, Trafalgar Sq.,	Date of birth (where applicable) (note 6)
London, WC2	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>D. O'Donnell</i>	Date 1/9/77

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
JOHN PATRICK O'DONNELL,	
Former name(s) (note 3)	
Address (notes 4 & 7)	313/314, Grand Buildings, Trafalgar Sq., London, WC2
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1/9/77

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature	<u>J. P. O'Donnell</u>	XXXXXXXXXX [Agent]†	Date	<u>1/9/77</u>
Signature	<u>L. J. Bouch</u>	XXXXXXXXXX [Agent]†	Date	<u>1/9/77</u>



CERTIFICATE OF INCORPORATION

No. 1342230

I hereby certify that

FULLEON LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

9TH DECEMBER 1977

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

No. 1342230/9



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FULLEON LIMITED

Passed 5th DECEMBER 1977

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 3rd Floor, 313/314 Grand Buildings, Trafalgar Square, London, WC2N 5NB. on the above date, the sub-joined Resolution was duly passed as a SPECIAL RESOLUTION, viz:-

RESOLUTION

"That the Company's Memorandum be changed by the deletion of the existing Clause 3a and its replacement by the attached Clause 3a."

SECRETARY.

J. P. GILBERT REGISTRARS & CO.
313/314 GRAND BUILDINGS,
TRAFALGAR SQUARE,
LONDON WC2N 5NB

COMPANY LIMITED BY SHARES

Memorandum of Association

OF
FULLEON

LIMITED

-
1. The name of the company is "

FULLEON Limited".
 2. The registered office of the company will be situate in England.
 3. The objects for which the company is established are:-
 - (a) (1) To carry on the business of consultants in and to provide and implement the full range of services in the field of research, pre-operational testing, post-operational evaluation; planners, site engineers, chartered engineers, engineers, architects and general designers, draughtsmen, tracers and engravers; and as lithographers, blue print makers, illustrators, printers, map mounters and surveyors.
 - (2) To carry on business as management, financial, technical, industrial and engineering consultants, business analysts and to undertake technical writing and the management or re-organisation of any business; to act as advisers to any individual, firm, organisation, company, corporation, public body, government department, agency or other authority in connection with all aspects of management, organisation and method, personal selection, control stock taking, planning, advertising, public relation, marketing and statistics; to act as secretary, registrar, receiver and treasurer for any company, corporation or body; to provide technical assistance in connection with any trade or business; to provide data processing, computer, costing and accounting services and generally act as consultants and advisers.

- (b) To carry on any other business or a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company;
- (c) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
- (d) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;
- (e) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;
- (f) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same;
- (g) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;
- (h) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (i) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;
- (j) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (k) To receive money on deposit, with or without allowance of interest thereon;
- (l) To advance and lend money upon such security as may be thought proper, or without taking any security therefor;
- (m) To invest the monies of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined;
- (n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company;

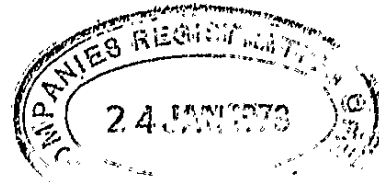
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FULLEON

LIMITED



-
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FULLEON Limited".
 2. The registered office of the company will be situate in England.
 3. The objects for which the company is established are:-
 - (a) (1) To carry on the business of consultants in and to provide and implement the full range of services in the field of research, pre-operational testing, post-operational evaluation; planners, site engineers, chartered engineers, engineers, architects and general designers, draughtsmen, tracers and engravers; and as lithographers, blue print makers, illustrators, printers, map mounters and surveyors.
 - (2) To carry on business as management, financial, technical, industrial and engineering consultants, business analysts and to undertake technical writing and the management or re-organisation of any business; to act as advisers to any individual, firm, organisation, company, corporation, public body, government department, agency or other authority in connection with all aspects of management, organisation and method, personal selection, control stock taking, planning, advertising, public relation, marketing and statistics; to act as secretary, registrar, receiver and treasurer for any company, corporation or body; to provide technical assistance in connection with any trade or business; to provide data processing, computer, costing and accounting services and generally act as consultants and advisers.

A handwritten signature or set of initials, possibly 'B' or 'C', enclosed in a square box.

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company;
- (c) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
- (d) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;
- (e) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;
- (f) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same;
- (g) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;
- (h) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (i) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;
- (j) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (k) To receive money on deposit, with or without allowance of interest thereon;
- (l) To advance and lend money upon such security as may be thought proper, or without taking any security therefor;
- (m) To invest the monies of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined;
- (n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company;

- (o) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and dis-continue the same;
 - (p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;
 - (q) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company;
 - (r) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
 - (s) To sell, dispose of, or transfer the business, property and undertakings of the Company, or part thereof, for any consideration which the Company may see fit to accept;
 - (t) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;
 - (u) To do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
 - (v) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;
 - (w) It is hereby declared that the foregoing sub-clauses shall be construed independently of each other 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 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
John Patrick O'Donnell 42 Arran Road Catford London S.E.6. Company Director	One
Danuta O'Donnell 42 Arran Road Catford London S.E.6. Company Director	One

DATED THIS 1st DAY OF SEPTEMBER, 19 77

WITNESS TO THE ABOVE SIGNATURES:-

Patrick Joseph O'Donnell
169 Firhill Road
Catford
London
S.E.6.

Company Director

No. of Company 1342230

118

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY/~~XXXXXXXX~~ RESOLUTION

OF

FULLEON LIMITED.

PASSED THE 18th DAY OF APRIL 1983.

AT AN ORDINARY/~~XXXXXXXXXXXXXXXX~~ GENERAL MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT UNIT 33, LLANTARNAM INDUSTRIAL PARK, CWMBRAN, GWENT ON THE 18th DAY OF APRIL 1983, THE FOLLOWING RESOLUTION (X) WAS/~~WERE~~ DULY PASSED:-

That the nominal capital of the Company be increased by the addition thereto of the sum of £3,900 (Three Thousand, Nine Hundred Pounds) being 3,900 Ordinary Shares of £1 each.

SIGNED *Memhen*

DIRECTOR OR
SECRETARY of
the COMPANY *Director*

DATE *18/4/83*



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

19

1342230

Name of Company

*delete if
inappropriate

FULLEON

Limited*

†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 18th April 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 3,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

Number of shares	Class of share	Nominal amount of each share
3,900	ORDINARY	£1.

(If any of the new shares are preference shares state whether they are redeemable or not)
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:
The new shares to rank PARI PASSU in all respects with
those already in issue on the date of this Notice.

Please tick here if
continued overleaf‡delete as
appropriate

Signed

M. M. M.

[Director] [Secretary] ‡ Date

18/4/83

Presentor's name, address and
reference (if any):For official use
General section

Post room



COMPANY LIMITED BY SHARES

Memorandum of Association
OF
FULLEON
LIMITED

1. The name of the company is " FULLEON Limited".
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (a) (1) To carry on the business of consultants in, and to provide and implement the full range of services in the field of research, pre-operational testing, post-operational evaluation; planners, site engineers, chartered engineers, engineers, architects and general designers, draughtsmen, tracers and engravers; and as lithographers, blue print makers, illustrators, printers, map mounters and surveyors.
 - (2) To carry on business as management, financial, technical, industrial and engineering consultants, business analysts and to undertake technical writing and the management or re-organisation of any business; to act as advisers to any individual, firm, organisation, company, corporation, public body, government department, agency or other authority in connection with all aspects of management, organisation and method, personal selection, control stock taking, planning, advertising, public relation, marketing and statistics; to act as secretary, registrar, receiver and treasurer for any company, corporation or body; to provide technical assistance in connection with any trade or business; to provide data processing, computer, costing and accounting services and generally act as consultants and advisers.



- (o) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- (p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;
- (q) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company;
- (r) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- (s) To sell, dispose of, or transfer the business, property and undertakings of the Company, or part thereof, for any consideration which the Company may see fit to accept;
- (t) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;
- (u) To do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
- (v) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;
- (w) It is hereby declared that the foregoing sub-clauses shall be construed independently of each other 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 £4,000 divided into 4,000 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

18/4/19

Monahan
(Director)

18/4/19

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
John Patrick O'Donnell 42 Arran Road Catford London S.E.6. Company Director	One
Danuta O'Donnell 42 Arran Road Catford London S.E.6. Company Director	One

DATED THIS 1st DAY OF SEPTEMBER, 19 77

WITNESS TO THE ABOVE SIGNATURES:-

Patrick Joseph O'Donnell
169 Firhill Road
Catford
London
S.E.6.

Company Director

Articles of Association

OF
FULLEON

LIMITED

PRELIMINARY

1. The regulations contained in Part 1 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, Clause 24, 53 and 75 in Part 1 of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part 1 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 in Part 11 of Table A as varied by these Articles shall accordingly 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, on such terms, and in such manner as they think fit, subject to the provisions of the next following Clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, shall be deemed to be declined; and after the expiration of such time, or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The Lien conferred by Clause 11 in Part 1 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 MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum"

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than nine.

9. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

10. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of 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.

11. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

12. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-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 1 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-

- (1) If he resigns his office by notice in writing to the Company.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.

- (3) If he is prohibited from being a Director by an order made under section 188 of the Act.
(4) If he becomes of unsound mind.
(5) If he is removed from office by a resolution duly passed under section 184 of the Act.

INDEMNITY

15. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

FIRST SECRETARY

16. The First Secretary of the Company shall be John Patrick O'Donnell.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

John Patrick O'Donnell
42 Arran Road
Catford
London, S.E.6.

Company Director

Danuta O'Donnell
42 Arran Road
Catford
London, S.E.6.

Company Director

Dated this 1st day of SEPTEMBER 19 77

Witness to the above signatures:-

Patrick Joseph O'Donnell
169 Firhill Road
Catford
London, S.E. 6.

Company Director



THE COMPANIES ACTS 1948 TO 1976

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

Pursuant to section 52 (2) of the Companies Act 1948

Please do not
write in this
binding margin

Company number

1342230

For official use

205

Please do not
write in the space
below. For Inland
Revenue use only

Note: This form is only for use where the contract
has not been reduced to writing

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

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount pursuant to section 34, Finance Act 1958, as amended by section 55, Finance Act 1963 and section 49 and para 4, schedule 11, Finance Act 1974 (see space on page 3)

Name of Company

*delete if
inappropriate

FULLEON
Limited*

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

For official use
Capital section

Post room



1 The number of shares allotted as fully or partly paid up otherwise than in cash	3000
2 The nominal value of each such share	£ ONE
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1
b The value of each share allotted i.e. nominal value plus premium	£ 1
c The amount to be considered as paid up in respect of b	£ 1
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	N/A
5 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released thereby	£ N/A
6 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ 3,000
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£ N/A
8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:	
a a brief description of such property, and	
b full particulars of the manner in which the purchase price is to be satisfied.	
a brief description of property:	
b particulars of the purchase price:	
Amount of consideration payable in cash or bills.....	c
Amount of consideration payable in debentures, etc.....	p
Amount of consideration payable in shares.....	
<i>Liabilities of the vendor assumed by the purchaser</i>	
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale.....	
Hire purchase debts in respect of goods acquired.....	
Other liabilities of the vendor, viz.....	
Any other consideration.....	

No. of COMPANY 1342230

31

04
12/2

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

OF

FULLEON LIMITED

PASSED THE 22nd DAY OF NOVEMBER 1985.

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,
DULY CONVENED AND HELD AT UNIT 33, LLANTARNAM INDUSTRIAL PARK,
CWMBRAN, GWENT, ON THE 22nd DAY OF NOVEMBER 1985.

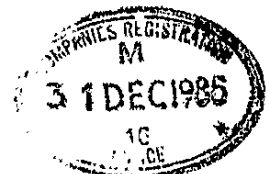
THE FOLLOWING RESOLUTION WAS DULY PASSED:-

That the nominal capital of the Company be
increased by the addition thereto of the sum of
£16,000 (Sixteen Thousand Pounds), being 16,000
Ordinary Shares of £1 each.

SIGNED.....*Mamber*.....

DIRECTOR OR SECRETARY OF THE COMPANY DIRECTOR

Date.....22nd November 1985.....



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[1310]

1342230

Name of company

* Insert full name
of company

* FULLEON, LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22nd November 1985 the nominal capital of the company has been
increased by £ 16,000 beyond the registered capital of £ 4,000.

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

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

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

The new shares to rank pari passu with existing ordinary
shares.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

[Director][Secretary]† Date

22.11.85

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

Scourfield, Arora & Co.
Chartered Accountants
11, Abchurch Lane
London EC4N 3DF
C.9604

For official Use
General Section

Post room

1985

04

15 Edition
66 9-85
★ ★ ★

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

1342230

Name of company

*Insert full name
of company

* FULLEON LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 15th February 1988 the nominal capital of the company has been increased by £ 20,000 beyond the registered capital of £ 20,000.

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

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

The conditions (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 to rank pari passu with existing ordinary shares.

Please tick here if
continued overleaf☐§Delete as
appropriate

Signed

[Signature]

[Director][Secretary]§ Date 15th February 1988

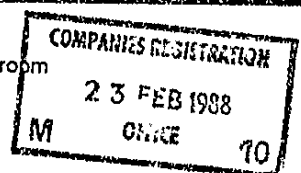
Presentor's name, address and
reference (if any):

Scourfield, Arora & Co.
Chartered Accountants
218 Stow Hill
Newport
Gwent, NPT 4HA

For official use

General section

Post room



G

COMPANIES FORM No. 225(1)

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

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1342230

Name of company

* Insert full name of company

* FULLEON LIMITED

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	8	9
---	---	---	---	---	---	---	---

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 _____

N/A

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 24th October 1989

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

Scourfield, Arora & Co.
Chartered Accountants
21A Stow Hill

For official Use
General Section

Pos: ref:



COMPANY NO: 1342230

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
~~ORDINARY~~/SPECIAL RESOLUTION(S)
OF

FULLEON

LIMITED/~~PLC~~

PASSED ON THE SEVENTEENTH DAY OF APRIL 1990

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT
40, SPRINGVALE INDUSTRIAL ESTATE, CWMBRAN, GWENT.

ON THE SEVENTEENTH DAY OF APRIL 1990

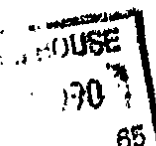
THE FOLLOWING RESOLUTION(S) * WAS/~~WERE~~ DULY PASSED:-

The Memorandum and Articles of Association be amended so that OBJECTS CLAUSE
namely 3 (a) (1) on Page 1 includes the following:-

Manufacture of Electronic Components, investment in properties and other
ancillary activities.

SIGNED

K. E. M. M. M.



* DIRECTOR/~~SECRETARY~~ OF COMPANY

DATE

17/4/90

*Delete as appropriate

G

COMPANIES FORM No. 225(1)

225(1)

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

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

[] [] [] []

1342230

Name of company

* FULLEON 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:

Day Month

3 0 0 4

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

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 0 0 4 1 9 9 4

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 MENVIER - SWAIN
GROUP plc
_____, company number 1904612
the accounting reference date of which is 30-04

Signed

[Signature]

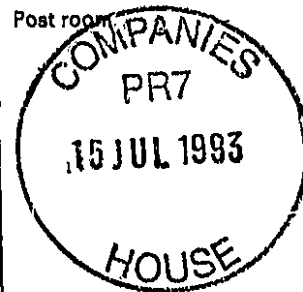
[Director] [Secretary]† Date

9/7/93

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

For official Use
General Section

Post room



COMPANY NO: 1342230

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTION(S)
OF

FULLEON LIMITED/~~PLC~~

PASSED ON THE 20th DAY OF JULY 1993

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT
Southam Road, BANBURY

ON THE 20th DAY OF JULY 1993

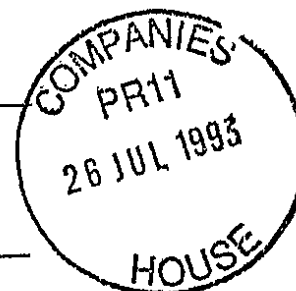
THE FOLLOWING RESOLUTION(S) * WAS/~~WERE~~ DULY PASSED:-

See Attached

SIGNED 

* ~~DIRECTOR~~/SECRETARY OF COMPANY

DATE 23rd July 1993



*Delete as appropriate

SPECIAL RESOLUTION OF FULLEON LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at

on the 20th day of July 1993, the following Special Resolution was duly passed:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:

Following Clause 3 (w) the following clause is to be inserted and identified as Clause 3 (x);

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium and of any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Certified a true copy



Chairman

...23/...7..... 1993



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1342230

The Registrar of Companies for England and Wales hereby certifies that
FULLEON LIMITED

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

Given at Companies House, Cardiff, the 1st April 1994


P. BEVAN

For the Registrar of Companies



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

HC006B

COMPANY NO: 1342230



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTION(S)
OF

FULLEON LIMITED/~~FEC~~

PASSED ON THE 15th DAY OF MARCH 19 94

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT

SOUTHAM ROAD, BANBURY, OXON

ON THE 15th DAY OF MARCH 19 94

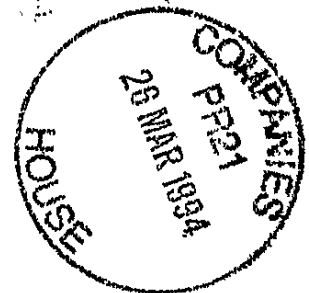
THE FOLLOWING RESOLUTION(S) * WAS/~~WERE~~ DULY PASSED:-

THAT the name of the Company be changed to Fulleon Synchrobell Ltd with effect from 1st April 1994

SIGNED 

* ~~DIRECTOR~~/SECRETARY OF COMPANY

DATE 16th March 1994



*Delete as appropriate