

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

Please do not write in this binding margin



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

Company number

1343303 / 1

* delete if inappropriate

Name of Company

Tinhold Limited*

I, CHARLES GEORGE STEPHEN SMITH
of 15 PEMBROKE ROAD
BRISTOL BS99 7DX

† 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 Solicitor of the Supreme Court engaged in the formation

of TINHOLD 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 3 RICHMOND HILL
BRISTOL BS8 1AY

the 7 day of Nov
One thousand nine hundred and

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

before me
A Commissioner for Oaths

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

For official use
General section

Post room

1343303/3

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

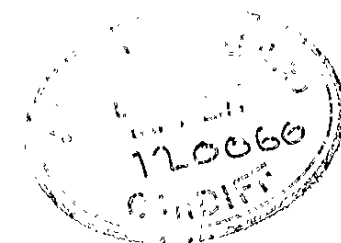
MEMORANDUM OF ASSOCIATION OF

NOV 22 1976 2436 0050.00

TINHOLD LIMITED

1. The name of the Company is "TINHOLD 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 create, establish and maintain an organisation for the export, import, introduction, sale, purchase, distribution, advertising or marketing of products, goods, wares and merchandise of every description; to carry on all or any of the businesses of export marketing specialists, market research advisers and consultants, mail order specialists, manufacturers' agents and representatives, importers and exporters, commission agents, general merchants and traders; and to participate in, undertake, perform and carry out all kinds of commercial, industrial trading and financial operations and enterprises; and to carry out all of the operations performed by commission and general agents, export, import and general merchants, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise; and to carry on all or any of the businesses of haulage and transport contractors, garage proprietors and owners, operators, hirers and letters on hire of, and dealers in motor and other vehicles, conveyances and craft of every description, and all plant, machinery, fittings, furnishings, accessories and stores required in connection therewith or in the maintenance thereof.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the 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 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 improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) 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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or 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 and generally to provide advantages, facilities and services for 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, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 any property of the Company of any kind.

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

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.



(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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate 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.

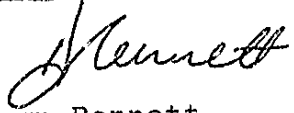
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
 Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated

- 7 NOV 1977

Witness to the above signatures:-


Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

TINHOLD

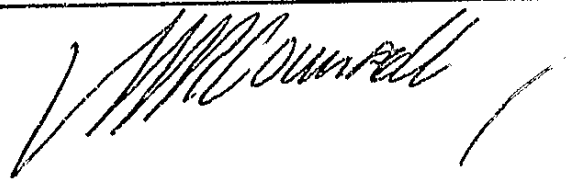
LIMITED

1343303 / 4

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers



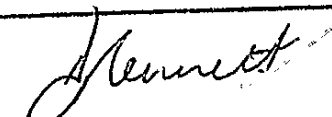
Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated

Witness to the above signatures:-



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.



Please do not
write in this
binding margin

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

Form No. 1

1

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

Company number

1343303

5

Name of Company

TINHOLD

Limited*

* delete if
inappropriate

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

JORDAN HOUSE

47 BRUNSWICK PLACE

LONDON

N1 6EE

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

JORDAN & SONS LIMITED

of JORDAN HOUSE as above

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):



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
MICHAEL RICHARD COUNSELL	COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality
Address (note 4) 15, PEMBROKE ROAD	BRITISH
BRISTOL BS99 7DX	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 <i>[Signature]</i>	Date <i>10/11/1977</i>

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
these 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)	PATRICIA PARRY
Former name(s) (note 3)	
Address (notes 4 & 7)	JORDAN HOUSE 47 BRUNSWICK PLACE
	LONDON N1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature <i>P. Parry</i>	Date 7 NOV 1977

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 *M. R. Oumrell* [Subscriber] [Agent]† Date 7 NOV 1977



CERTIFICATE OF INCORPORATION

No. 1343303

I hereby certify that

TINWOLD 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

S.A. Pendlebury

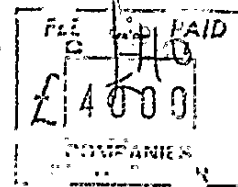
S. A. PENDLEBURY

Assistant Registrar of Companies

COMPANY NUMBER: 1343303 / 12

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

OF

TINHOLD LIMITED

PASSED 24 FEBRUARY 1978

At an Extraordinary General Meeting of the members of the said Company, duly convened, and held at Cuthbert House, All Saints, Newcastle upon Tyne on the 24th day of February 1978 the following resolutions were duly passed as extraordinary resolutions :

1. That the name of the Company be changed to
"Northern Engineering Industries (Projects) Limited".
2. That the Memorandum of Association of the Company be altered by substituting for Clause 3 of the Memorandum of Association the new Clause 3 set out in the printed document produced at this meeting and for the purpose of identification subscribed by the Chairman of the meeting.
3. That the Regulations contained in the document submitted to this meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.



R. J. Lock
CHAIRMAN



PS08143

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

*import
export
engineers*

(As altered by special resolution on 24 February 1978)

1. The name of the Company is "NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (i) to manage as agent on behalf of Northern Engineering Industries Limited any part of the trade, business and undertaking of Northern Engineering Industries Limited;
 - (ii) to carry on both or either of the business of mechanical and electrical engineers;
 - (iii) to acquire by any means any real or personal property or rights whatsoever;
 - (iv) to carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company;
 - (v) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
 - (vi) to acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon;

* The name of the Company was changed from Tinchold Limited 24 February 1978.



- (vii) to acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company;
- (viii) to lend money or give credit to such persons on such terms as may seem expedient;
- (ix) to borrow money and to secure 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, the discharge by the Company or any other person of any obligation or liability;
- (x) to guarantee the performance of any obligation by any person whatsoever;
- (xi) 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;
- (xii) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members;
- (xiii) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- (xiv) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and 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 any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, 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 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;
- (xv) to procure the Company to be registered or recognised in any part of the world;
- (xvi) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid;

- (xvii) to dispose by any means of the whole or any part of the assets of the Company;
- (xviii) to distribute among the members of the Company in kind any assets of the Company;
- (xix) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise; and
- (xx) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) 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, 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
Michael Richard Counsell, 15 Pembroke Road, Bristol, BS99 7DX. Commercial Manager.	One
Christopher Charles Hadler, 15 Pembroke Road, Bristol, BS99 7DX. Commercial Manager.	One

DATED this 7 November 1977

WITNESS to the above Signatures:—

Dawn Bennett,
15 Pembroke Road,
Bristol, BS99 7DX.

R. A. L. 10

COMPANY LIMITED BY SHARES

Articles of Association

OF

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

(adopted by Special Resolution passed on the 24. day of February 1978)

1. The regulations contained in Part I of Table A of The Companies Act 1948 (with the exception of regulations 24, 53, 75 and 89 to 97 inclusive) shall apply.

2. The Company is a private company and accordingly:—

(a) the right to transfer shares is restricted in manner herein-after prescribed;

(b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

Private

(c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) the Company shall not have power to issue share warrants to bearer.

3. The capital of the Company at the date of the adoption of these Articles is £100 divided into 100 shares of £1 each.

4. The number of Directors shall not be less than two nor more than fifteen.

5. 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.

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

7. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

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

9. Any new Directors shall be appointed and the present and such new Directors shall be subject to removal from office by the Company in General Meeting or by instrument in writing signed by the holders of a majority of the shares for the time being issued and conferring on the holders thereof the right to receive notice of and to attend and vote at General Meetings of the Company. Any corporation being the holder of such shares may sign any such appointment or removal by its Chairman or by any two of its Directors. Any such appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the office.

10. Clause 107 in Part I of Table A shall be read and construed as if the reference to rotation of Directors was omitted therefrom.

R. A. Lock



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1343303 / 13

I hereby certify that

TINHOLD LIMITED

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

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

Given under my hand at Cardiff the **16TH MARCH 1978**

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



No. of Company 1343303

120

24 MAY 1978

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES



Memorandum and Articles of Association of

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

(Incorporated the 9th day of December, 1977)

Jordan & Sons Limited

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



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1343303

I hereby certify that

TINHOLD LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of **NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED.**

Given under my hand at Cardiff the 16th March, 1978.

D.A.PENDLEBURY

Assistant Registrar of Companies

Company Number: 1343303

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

TINHOLD LIMITED

Passed 24th February, 1978

At an Extraordinary General Meeting of the members of the said Company, duly convened, and held at Cuthbert House, All Saints, Newcastle upon Tyne on the 24th day of February 1978 the following resolutions were duly passed as extraordinary resolutions:

1. That the name of the Company be changed to "NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED."
2. That the Memorandum of Association of the Company be altered by substituting for Clause 3 of the Memorandum of Association the new Clause 3 set out in the printed document produced at this meeting and for the purpose of identification subscribed by the Chairman of the meeting.
3. That the Regulations contained in the document submitted to this meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

R.S.LOCK

CHAIRMAN

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

(As altered by special resolution on 24th February, 1978) *import*
export

1.* The name of the Company is "NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED."

2. The registered office of the Company will be situate in England.

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

(i) to manage as agent on behalf of Northern Engineering Industries Limited any part of the trade, business and undertaking of Northern Engineering Industries Limited;

(ii) to carry on both or either of the businesses of mechanical and electrical engineers;

(iii) to acquire by any means any real or personal property or rights whatsoever;

(iv) to carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company;

(v) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;

(vi) to acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the

* The name of the Company was changed from Tinhold Limited on 24th February, 1978.

CERTIFICATION
WE HEREBY CERTIFY that this paper incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 23/5/78
DL JORDAN & SONS LIMITED

liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon;

(vii) to acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company;

(viii) to lend money or give credit to such persons on such terms as may seem expedient;

(ix) to borrow money and to secure 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, the discharge by the Company or any other person of any obligation or liability;

(x) to guarantee the performance of any obligation by any person whatsoever;

(xi) 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;

(xii) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisation of any government, state or municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members;

(xiii) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;

(xiv) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and 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 any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, 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 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;

(xv) to procure the Company to be registered or recognised in any part of the world;

(xvi) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid;

(xvii) to dispose by any means of the whole or any part of the assets of the Company;

(xviii) to distribute among the members of the Company in kind any assets of the Company;

(xix) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise; and

(xx) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) 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, 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
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 7th day of November, 1977.

Witness to the above signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

DATED 23/5/78 *[Signature]*
BY MORDAN & SONS LIMITED

ARTICLES OF ASSOCIATION OF

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

(Adopted by Special Resolution passed
on the 24th day of February, 1978)

1. The regulations contained in Part I of Table A of The Companies Act 1948 (with the exception of regulations 24, 53, 75 and 89 to 97 inclusive) shall apply.

2. The Company is a private company and accordingly:-

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) the Company shall not have power to issue share warrants to bearer.

3. The capital of the Company at the date of the adoption of these Articles is £100 divided into 100 shares of £1 each.

4. The number of Directors shall not be less than two nor more than fifteen.

5. 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.

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

7. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

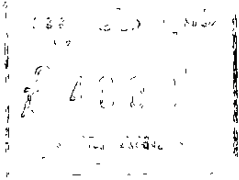
8. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

9. Any new Directors shall be appointed and the present and such new Directors shall be subject to removal from office by the Company in General Meeting or by instrument in writing signed by the holders of a majority of the shares for the time being issued and conferring on the holders thereof the right to receive notice of and to attend and vote at General Meetings of the Company. Any corporation being the holder of such shares may sign any such appointment or removal by its Chairman or by any two of its Directors. Any such appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the office.

10. Clause 107 in Part I of Table A shall be read and construed as if the reference to rotation of Directors was omitted therefrom.

COMPANY NUMBER: 1343303

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THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

PASSED 10 JULY 1978

At an Extraordinary General Meeting of the members of the said Company, duly convened, and held at Cuthbert House, All Saints, Newcastle upon Tyne on the 10th day of July 1978 the following resolution was duly passed as an extraordinary resolution :

"That the name of the Company be changed to

NEI PROJECTS LIMITED



g. h. m. d. l.

*Ward
552961/13.*

CHAIRMAN



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1343303

23.

I hereby certify that

NORTHERN ENGINEERING INDUSTRIES (PROJECTS) LIMITED

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

NEI PROJECTS LIMITED

Given under my hand at Cardiff the

8TH AUGUST 1978

Assistant Registrar of Companies

COMPANY NUMBER

1343303

THE COMPANIES ACT 1985

NEI PROJECTS LIMITED

SPECIAL RESOLUTION

Passed 5th September 1986

At the Extraordinary General Meeting of:-

NEI Projects Limited

held at NEI House, Regent Centre, Newcastle upon Tyne NE3 3SB on 5th September 1986 at 10.30 a.m. the following Resolution was passed as a SPECIAL RESOLUTION:-

"that the name of the company be changed to NEI POWER PROJECTS LIMITED".

Legal

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003157



Handwritten signature of P. R. Lockhart

Director

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1343303/73

I hereby certify that

NEI PROJECTS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

NEI POWER PROJECTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

8TH SEPTEMBER 1986

A handwritten signature in cursive script, appearing to read 'E. J. Jones'.

(MRS. E. J. JONES)

an authorised officer