



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

1412202

Name of Company

* delete if inappropriate

VELWARD ELECTRONICS

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 VELWARD ELECTRONICS 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 11th day of January

One thousand nine hundred and 79

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

before me [Signature]
A Commissioner for Oaths†

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

For official use
General section

Post room



15975 3/4

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JAN 12 0168 • NO 005000

VELWARD ELECTRONICS LIMITED



1. The name of the Company is VELWARD ELECTRONICS LIMITED
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-

(a) To carry on all or any of the businesses of electronic and electrical engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electronic and electrical goods, equipment, devices, appliances, accessories and supplies of every description, cable jointers, heating, lighting, radio, television, telephone, telecommunication, mechanical and general engineers; dealers in aerials, record players, stereo and hi-fi equipment, inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders' merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles, and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

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- (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 whatever nature.

(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, brokers, sub-contractors 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 Company's 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 from 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. 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

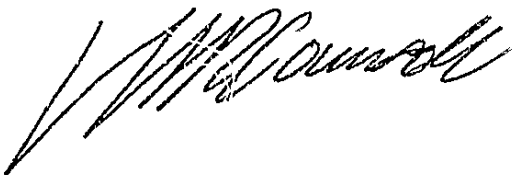

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is ~~£100~~ divided into ~~100~~ Shares of £1 each.

1,000

£1,000
De ✓

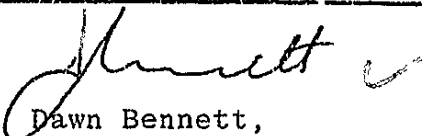
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

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 <i>Counsell</i>

Dated

11.11.1977

Witness to the above signatures:-


Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DY
Clerk.

THE COMPANIES ACTS 1948 to 1976 ✓

1412202/✓

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

VELWARD ELECTRONICS LIMITED ✓

PRELIMINARY

1. The Regulations contained or incorporated in Parts I and II 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 and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. ✓

FIRST DIRECTORS

2. (a) Clause 75 in Part I of Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by the Company in General Meeting. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

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.

DIRECTORS

4. (a) Every Director shall be a Permanent Director of the Company not subject to retirement by rotation unless the instrument of appointment provides otherwise. A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A and subject to Section 28 of the Companies Act 1976 be entitled to hold office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

(b) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

ACCOUNTS

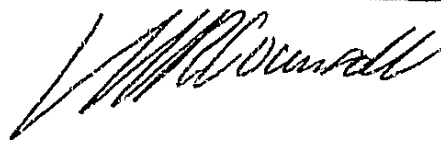
6. The accounts and other documents to be prepared by the Directors under Clause 126 in Part I of Table A shall be prepared in accordance with Sections 148, 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and as further amended by Part I of the Companies Act 1976.

INDEMNITY

7. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Part I of Table A shall not apply to the Company.

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.
Clerk. ✓



Please do not
write in this
binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Company number

1412202

5

Name of Company

VILWAND Electronics	Limited*
---------------------	----------

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

SELLS HOUSE
39 EAST STREET
EPSON
SURREY

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

EDWARD A GORD LTD.
COLLIER STREET ROAD
GLASGOW G11 5UQ
TEL 041 555 971/01

TELEX 40167

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

--

Presentor's
reference (if any):



For official use
General section

Post room

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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:

Name (note 2)	DAVID GEORGE EDWARDS	Business occupation	Senior Executive
Former name(s) (note 3)		Nationality	British
Address (note 4)	176 TOWNHILL RISE SOUTH SURREY	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)(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)	COLIN MICHAEL VERRELL	Business occupation	Senior Technical Officer
Former name(s) (note 3)		Nationality	British
Address (note 4)	228, BARNLEY GARDENS BLACKWATER, CAMBERLEY SURREY.	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)	DOROTHY EDWARDS	Business occupation	Manager
Former name(s) (note 3)		Nationality	British
Address (note 4)	176 TOWNHILL RISE SOUTH SURREY	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
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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)	DOROTHY EDWARDS	
Former name(s) (note 3)		
Address (notes 4 & 7)	176 TOLWORTH RISE SOUTH SURREY	
I hereby consent to act as secretary of the company named on page 1		
Signature	D Edwards	Date

Name (notes 2 & 7)	JENNIFER VERRELL	
Former name(s) (note 3)		
Address (notes 4 & 7)	222 BEAULIEU GARDENS BLACKWATER CAMBERLEY, SURREY	
I hereby consent to act as secretary of the company named on page 1		
Signature	J Verrell	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 _____ [Subscriber] [Agent]† Date _____

Signature _____ [Subscriber] [Agent]† Date _____



CERTIFICATE OF INCORPORATION

No. 1412202

I hereby certify that

VELMARD ELECTRONICS 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

29TH JANUARY 1979

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

E. A. WILSON

Assistant Registrar of Companies

Number of Company: 1412202 / 17

THE COMPANIES ACTS 1948 TO 1980

SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act 1948)

OF

VELWARD ELECTRONICS

LIMITED

Passed the 27th day of September 1982

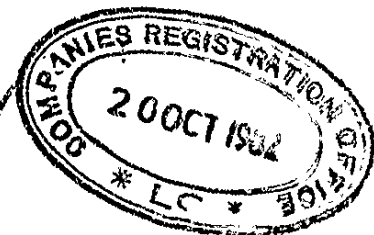
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held on the 27th day of September 1982, the following SPECIAL RESOLUTION was duly passed:—

That the name of the Company be changed to

TECHSPAN ELECTRONICS LIMITED



Ram
CHAIRMAN.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1412202

18

I hereby certify that

VELWARD ELECTRONICS

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

TECHSPAN ELECTRONICS LIMITED

Given under my hand at Cardiff the 12TH NOVEMBER 1982

A handwritten signature in dark ink, appearing to be 'E. Wilson', written over a horizontal line.

Assistant Registrar of Companies

1412202

Approved.

19

Ram

Director.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

TECHSPAN ELECTRONICS LIMITED

13/1/83



1. *The name of the Company is "TECHSPAN ELECTRONICS LIMITED".

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

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

(a) To carry on all or any of the businesses of electronic and electrical engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electronic and electrical goods, equipment, devices, appliances, accessories and supplies of every description, cable jointers, heating, lighting, radio, television, telephone, telecommunication, mechanical and general engineers; dealers in aerials, record players, stereo and hi-fi equipment, inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders' merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles, and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

* The name of the Company was changed from "VELWARD ELECTRONICS LIMITED" on the 12th November 1982.

(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 whatever nature.

(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, brokers, sub-contractors 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 Company's 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 from 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. 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

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

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 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1412202.

Name of company

* <u>Techspan Electronics Limited</u>

* 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

Day Month

3	0	0	6
---	---	---	---

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	6	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

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 Techspan Holdings Ltd

_____, company number 2361053.

the accounting reference date of which is 30th June.

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A.

and it is still in force

Signed [Signature] Designation: Director Date 18th Oct. 1989

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

ROY K. PHILLIPS, F.C.A.
"OAKHURST"
OAK END WAY,
GERRARDS CROSS,
BUCKS. SL9 8BR.

For official Use
General Section

Post room

24 OCT 1989	50
-------------	----

[COPY]
special resolution(s)



378(2)

Company Number

name of company

1412202

TECHSPAN ELECTRONICS

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at TECHSPAN HOUSE, CHURCHFIELD ROAD, CHALFONT ST PETER, BUCKINGHAMSHIRE

on the FIRST day of JUNE 19 90

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT THE NAME OF THE COMPANY BE CHANGED TO "CARTNER ENGINEERING LIMITED"



N/W
ELO
000087
SIGNED

COMPANIES
18 JUN 1990

DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BAUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3051
TELEX 261010



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1412202

I hereby certify that

TECHSPAN ELECTRONICS LIMITED

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

CARTNER ENGINEERING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 28 JUNE 1990

F. A. Joseph.

F. A. JOSEPH
an authorised officer

[COPY]

special resolution(s)

J378(2)

Company Number

name of company

1412202

CARTNER ENGINEERING

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at **TECHSPAN HOUSE, CHURCHFIELD ROAD, CHALFONT ST PETER, BUCKS**

on the **TWENTY-THIRD**

day of **DECEMBER**

19 92

the following **SPECIAL RESOLUTION(S)** was/were duly passed:-

"THAT THE AUTHORIZED CAPITAL OF THE COMPANY BE INCREASED TO £100,000.00 BY THE CREATION OF 99,000 NEW ORDINARY SHARES OF ONE POUND EACH. THESE SHARES SHALL RANK PARI-PASSU IN ALL RESPECTS WITH THE EXISTING SHARES AUTHORISED AND ISSUED IN THE COMPANY."



SIGNED

Ram
DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordan & Sons
JORDAN & SONS LIMITED
JORDAN HOUSE
BIRMINGHAM B1 1AA
TELEPHONE 01 243 0033
TELEX 281010



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

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1412202

Name of company

* **CARTNER ENGINEERING LIMITED**

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 23 DECEMBER 1992 the nominal capital of the company has been increased by £ 99,000.00 beyond the registered capital of £ 1,000.00.

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

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

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: That the above shares will rank pari-passu in all respects with the existing shares in the company.

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

Ram

[Director][Secretary]† Date 7.1.93

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BURLINGTON PLACE
LONDON W1 6EE
TELEPHONE 01 253 3030
TELEX 701010



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

**ROY K. PHILLIPS, F.C.A.
"OAKHURST"
OAK END WAY,
GERRARDS CROSS,
BUCKS. GL9 8BA.**

For official Use
General Section

Post room

COMPANIES HOUSE
13 JAN 1993
M **51**

Number of Company 1412202

The Companies Act 1985

Company Limited by Shares

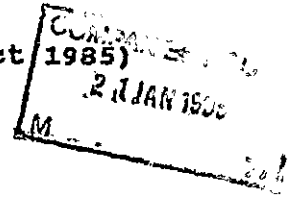
SPECIAL RESOLUTION

(pursuant to Section 380 of the Companies Act 1985)

OF

CARTNER ENGINEERING LIMITED

Passed 11th January 1993



AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Techspan House, Churchfield Road, Chalfont St. Peter, Bucks, on 11th January 1993, the subjoined SPECIAL RESOLUTION was duly passed vis:

SPECIAL RESOLUTION

1. That the Company be re-registered as a public company limited by shares within the meaning of the Companies Act 1985.
2. That the name of the Company be TECHSPAN SYSTEMS PLC
3. That the Memorandum of Association of the Company be amended:
 - (a) By deleting in Clause 1 the word LIMITED and substituting therefor the word PLC.
 - (b) By inserting a new clause 2 the words "The Company is to be a Public Company".
 - (c) By renumbering the remaining Clauses of the Memorandum of Association.
4. That the Regulations contained in the document produced to the meeting and signed by the Chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

Signature Raymond Secretary

To be filed within 15 days of the passing of the resolution

LHO NW
E90X2
0003
F10 RBS
F10
000331

G

COMPANIES FORM No. 43(3)

**Application by a private
company for re-registration
as a public company****43(3)**Please do not
write in
this margin

Pursuant to section 43(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

1412202

Name of company

* Insert existing full
name of company

* CARTNER ENGINEERING LIMITED

o Insert full name of
company amended
to make it appropriate
for this company as
a public limited
companyapplies to be re-registered as a public company by the name of o TECHSPAN
SYSTEMS PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

~~{5 Copy of any valuation report.}5-~~5 delete if section 44
of the Act does not
apply

Signed

Ramsey

[Director][Secretary]† Date 11th January 1993

Presenter's name address and
reference (if any):For official Use
General Section

Post room

NW E90x2
000391

COMPANIES HOUSE

21 JAN 1993

M

77

G

COMPANIES FORM No. 43(3)(e)

**Declaration of compliance
with requirements by a
private company on application
for re-registration as a public
company****43(3)(e)**Please do not
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

1412202

Name of company

* Insert full name
of company

* CARTNER ENGINEERING LIMITED

I, RICHARD ALFRED NYE
of BEECH COTTAGE, GORELANDS LANE
CHALFONT ST GILES
BUCKS HP8 4HQ


† delete as
appropriate

§ Insert date

[~~the secretary~~][a director]† of the company, do solemnly and sincerely declare that:
1 the company, on 11TH JANUARY 1993 §, passed a special resolution
that the company should be re-registered as a public company;
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
3 between the balance sheet date and the application for re-registration, there has been no change in
the company's financial position that has resulted in the amount of its net assets becoming less than
the aggregate of its called-up share capital and undistributable reserves.
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 The White House Manor
Place Chalfont St. Peter Bucks.

Declarant to sign below



the 11 day of January
One thousand nine hundred and ninety three

before me B. D. Hardy

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

C. D. HARDY Solicitor
The White House, Market Place
Chalfont St. Peter
Gerrards Cross, Buckinghamshire

Presentor's name address and
reference (if any):For official Use
General Section

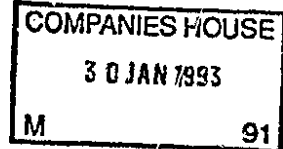
Post room

JULY

2 JAN 1993

77

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM & ARTICLES
of
ASSOCIATION
of

TECHSPAN SYSTEMS PLC

Date of Incorporation	29 JANUARY 1979
Registration Number	1412202

The Companies Acts 1985 to 1989
Public Company Limited by Shares

MEMORANDUM OF ASSOCIATION

- OF -

TECHSPAN SYSTEMS PLC

1. * The Company's name is TECHSPAN SYSTEMS PLC.
2. The Company is to be a Public Limited Company.
3. The Company's registered office is to be situated in England.
4. The Company's objects are:-
 - (a) To carry on all or any of the businesses of electronic and electrical engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electronic and electrical goods, equipment, devices, appliances, accessories and supplies of every description, cable jointers, heating, lighting, radio, television, telephone, telecommunication, mechanical and general engineers; dealers in aerials, record players, stereo and hi-fi equipment, inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders' merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles, and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

* Name changed pursuant to Special Resolutions dated 27/9/82, 1/6/90 and 11/1/93.
Memorandum of Association amended by Special Resolution dated 11/1/93.

(b) To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.

(c) To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.

(d) To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled capital.

(e) To apply for, purchase, develop or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.

(f) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.

(g) To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.

(h) To sell, lease, exchange, dispose of, turn to account or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.

(i) To invest and deal with the monies of the Company not immediately required in such manner and upon such conditions as may from time to time be determined.

- (j) To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- (k) To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatsoever.
- (l) To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- (m) To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.
- (n) To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- (o) To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.
- (p) To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- (q) To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- (r) To do any or all of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other company or person, by or through any factors, trustees or agents.

(s) Generally to do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property, assets or rights, or otherwise likely in any respect be advantageous to the company.

(t) To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or in addition to, any of the aforesaid objects.

AND it is hereby declared the word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of the sub-clauses of the objects herein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, and the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other act for the time being in force concerning companies and affecting the company.

5. The liability of the members is limited.
6. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.
By Special Resolution dated 23rd December 1992 the nominal share capital was increased to £100,000 by the creation of 99,000 new ordinary shares of £1 each.

We, the subscribers to the memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF THE 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 11th day of January, 1979.

WITNESS to the above signatures :-

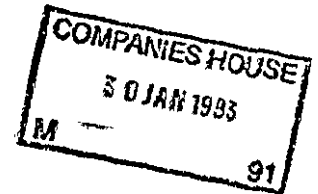
Dawn Bennett,
15 Pembroke Road
Bristol. BS99 7DX
Clerk.

The Companies Act 1985 to 1989
Public Company Limited by Shares

ARTICLES OF ASSOCIATION

- OF -

TECHSPAN SYSTEMS PLC



PRELIMINARY

1. (a) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

(b) The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 5, 18, 40, 41, 73-82 (inclusive), 85-87 (inclusive), 90 and 118 shall not apply to the Company.

TRUSTS

2. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

VARIATION OF RIGHTS

3. Subject to the provisions of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be varied or abrogated in any manner either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of shares of that class, and may be so varied or abrogated either whilst the Company is of a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings

thereat shall mutatis mutandis apply, except that no member, not being a Director, shall be entitled to notice thereof or to attend thereat unless he is a holder of shares of the class; the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present any holder of shares of the class present in person or by proxy shall be a quorum); any holder of shares of the class present in person or by proxy may demand a poll and every such holder shall on a poll have one vote for every share of the class held by him.

CALLS

4. (a) Save as permitted by Section 301(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

(b) If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

SHARES

5. (a) The Directors of the Company may, within a period of five years from the date of incorporation of the Company, exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.

(b) Subject to the provisions of the Act, the Company in general meeting may by Ordinary resolution extend such authorisation or modify the duration thereof, provided that such Resolution complies with the Act.

TRANSFER OF SHARES

6. The Directors may, in their absolute discretion, and without giving any reason therefor, decline to register a transfer of a share, whether or not it is a fully paid share. In particular, but without prejudice to the foregoing generality, the Directors may decline to register a transfer which in their opinion might result in the Company being under the control (as defined in Section 416 of the Income and Corporation Taxes Act 1988) of another company or under the control of another company and any other person connected (as defined in Section 839 of that Act) with that other Company, or being a 51% per cent

subsidiary of another company (as defined in section 838 of that Act), unless such a transfer shall have been first approved by a Special Resolution of the Members of the Company.

GENERAL MEETINGS AND RESOLUTIONS

7. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.
- (b) All business shall be deemed special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed special with the exception of declaring a dividend, the consideration of the Company's accounts and the Reports of the Directors and Auditors, and the appointment and fixing of the remuneration of the auditors.
- (c) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to the giving of information to members with regard to their right to appoint proxies; and notices of and any other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
8. (a) No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day or such other time and place as the Directors may determine. If at any such adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.

VOTES OF MEMBERS

9. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy, or to exercise any other right conferred by membership in relation to Meetings of the Company:-
- (a) unless all moneys presently payable by him in respect of shares in the Company have been paid;
or

(b) if he, or any person appearing to be interested in the shares, of which he is the holder, has been duly served with a notice under Section 212 of the Act and he or any such person is in default in supplying to the Company the information thereby requested within such period after the service of such notice as may be specified in such notice for compliance therewith and such cessation of the right to vote and to exercise any other right as aforesaid shall continue for so long as such default continues. A copy of every notice given to every person appearing to be interested in any shares as aforesaid shall at the same time be given to the registered holder of such shares. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a response to a notice under the said Section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said response and any other response to a notice under Section 212) the Company knows, or has reasonable cause to believe, that the person in question is, or may be, interested in the shares.

ALTERNATE DIRECTORS

10. A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an Alternate Director to represent more than one Director, and an Alternate Director shall be entitled at any meeting of the Directors or of any Committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DIRECTORS' REMUNERATION, GRATUITIES AND PENSION

11. The Directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
12. (a) The Directors may procure the establishment and maintenance of, participation in or contribution to any insurance, pension or superannuation fund (whether contributory or otherwise) or other scheme for the benefit of and procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons (including Directors or former Directors of the Company) who are or were at any time in the employment or service of the Company or its holding company (if any) or any company which is a subsidiary of, or associated with, the Company or of any of the predecessors of the Company or its holding, subsidiary or associated company and to the wives, widows, relatives and dependants (including such persons as the Directors shall deem to be dependants) of any such persons.

(b) The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, societies, clubs, funds, or trusts calculated to be for the benefit of or otherwise to advance the interests and well-being of the Company or any such other company as aforesaid or of any such persons as aforesaid and the payment for or towards the insurance of any such person as aforesaid and the subscription or guarantee of money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

(c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.

13. Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

APPOINTMENT, RETIREMENT AND PROCEEDINGS OF DIRECTORS

14. The number of Directors shall be not less than two nor more than nine. If the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
15. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.
16. No Director shall retire from office at the first Annual General Meeting of the Company, nor shall the Directors (including any new Directors who may be appointed thereafter) be subject to retirement by rotation.
17. No person shall be appointed or re-appointed a Director at any General Meeting unless:-

(a) he is recommended by the Directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the Meeting, notice executed by a member qualified to vote at the Meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the

particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.

18. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the Meeting of any person who is recommended by the Directors for appointment or re-appointment as a Director at the Meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors.
19. Subject as aforesaid the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
20. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
21. Any Director may participate in a Board Meeting by means of conference telephone or similar communications equipment whereby all persons participating in the Board Meeting can hear each other, and participating in a Board Meeting in this manner shall be deemed to constitute presence in person at such Board Meeting. Regulation 88 of Table A shall be amended accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. The office of a Director shall be vacated if:-
 - (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

BORROWING POWERS

23. The Directors may exercise all the powers of the Company to borrow or raise money and that either from themselves or from others and with or without security and generally in such manner and on such terms as the Directors may deem expedient and in particular, if so arranged, to mortgage or charge the whole or any part of the undertaking, property and rights of the Company, present and future, including uncalled capital, and (subject to Section 80 of the Act) to issue debentures or debenture stock perpetual or redeemable bonds and obligations of the Company at any time and in any form or manner and for any amount the Directors may think fit and similarly to secure or guarantee the performance by the Company or any third party (including a subsidiary (if any) of the Company) of any obligation which the Company or that third party may undertake and to cause or permit any such mortgages, charges, debentures, debenture stock, bonds or obligations to be redeemed or transferred as they may think fit. Notwithstanding the foregoing, the Directors shall restrict the borrowings of the Company and its subsidiaries (if any) so as to secure that, save with the previous sanction of an Ordinary Resolution of the Members of the Company, no money shall be borrowed if the aggregate amount (including any premium payable on final repayment) outstanding of all monies borrowed by the Company or its subsidiaries (if any) or any of them (exclusive of intra-group borrowings) then exceeds, or would as a result of such borrowing, exceed an amount equal to three times the aggregate of:-
- (i) the amount for the time being paid-up or credited as paid-up on the issued share capital of the Company; and
 - (ii) the total of the capital and revenue reserves of the Company and its subsidiaries (if any) (including, without limitation, the share premium account, capital redemption reserve and any credit balance on the consolidated profit and loss account) but excluding sums set aside for taxation, all (subject as hereinafter provided) as shown in the then most recent

audited consolidated balance sheet of the Company and its subsidiaries (if any), but adjusted as may be appropriate in respect of any variation in the issued and paid-up share capital, the share premium account or capital redemption reserve of the Company and its subsidiaries (if any) since the date of the most recent audited consolidated balance sheet; provided that until a balance sheet of the Company is produced and audited, the nominal amount of the share capital of the Company for the time being issued and paid-up shall be as returned to the Registrar of Companies from time to time. No debt incurred or security given in respect of moneys borrowed or taken into account as moneys borrowed in excess of the aforesaid limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time and when the debt was incurred or security given, that the limit hereby imposed had been or was thereby exceeded, but no lender or other person dealing with the Company or any of its subsidiaries (if any) shall be concerned to see or enquire whether such limit is observed.

INDEMNITY

24. Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

SECURITIES SEAL AND SHARE CERTIFICATES

25. The Company may have, for use in accordance with Section 40 of the Act an official seal ("the Securities Seal") which complies with the requirements of that Section. The Common Seal of the Company shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors, or such other persons duly authorised by the Directors, which authority may be of a general nature and need not apply only to specific documents or transactions. Every share certificate issued by the Company shall be issued under the Common Seal or under the Securities Seal and the provisions of Regulation 6 of Table A are amended accordingly.

NOTICES

26. A notice may be given by any member of the Company by leaving it at or sending it to the registered office of the

Company. Regulation 115 of Table A shall apply save that the words, "unless to the contrary" shall be deleted therefrom.

WINDING UP

27. In Regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

CHAIRMAN'S CASTING VOTE

28. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

NAMES AND ADDRESSES 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 this 11th day of January, 1979

WITNESS to the above signatures:-

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

1412202

AUDITOR'S STATEMENT TO THE REGISTRAR OF COMPANIES PURSUANT
TO THE COMPANIES ACT 1985 S 43 (3) (b)

I have audited the attached Balance Sheet and Notes of Cartner Engineering Limited as at 30 June 1992 in accordance with approved auditing standards.

Accordingly in my opinion, the relevant Balance Sheet as at 30 June 1992 shows at that date the amount of the Company's net assets (within the meaning given to that expression by Section 264 (2)) was not less than the aggregate of its called up share capital and undistributable reserves.

26 January 1993

Roy K Phillips

...

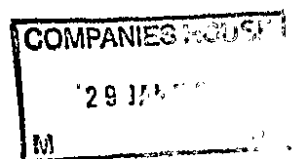
Oakhurst
Oak End Way
Gerrards Cross
Bucks SL9 8BR

ROY K PHILLIPS FCA
Chartered Accountant
Registered Auditor

1412202

CARTNER ENGINEERING LIMITED

BALANCE SHEET AND NOTES AS AT
30 JUNE 1992



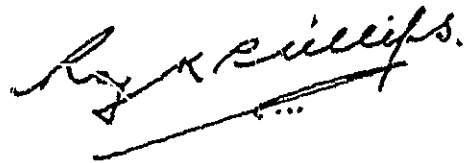
ROY K PHILLIPS FCA
Oakhurst
Oak End Way
Gerrards Cross
Bucks SL9 8BR

CARTNER ENGINEERING LIMITED

AUDITOR'S REPORT TO THE MEMBERS OF CARTNER ENGINEERING LIMITED

I have audited the balance sheet and notes on pages 2 to 5 in accordance with Auditing Standards.

In my opinion, the balance sheet and notes give a true and fair view of the company's affairs at 30 June 1992 and have been properly prepared in accordance with the Companies Act 1985.



ROY K PHILLIPS FCA
- Oakhurst
Oak End Way
Gerrards Cross
- Bucks SL9 8BR

Chartered Accountant
Registered Auditor

26 January 1993

CARTNER ENGINEERING LIMITED

BALANCE SHEET AS AT 30 JUNE 1992

	<u>Notes</u>	<u>1992</u> £	<u>1991</u> £
<u>Fixed Assets</u>			
Tangible Assets	8	82,056	499,996
<u>Current Assets</u>			
Stocks	9	71,148	67,812
Debtors	10	607,347	650,280
Cash at Bank and in Hand		115	8,583
		<u>678,610</u>	<u>726,675</u>
<u>Creditors: amounts falling due within one year</u>	11	<u>70,236</u>	<u>928,255</u>
<u>Net Current Assets</u>		<u>(24,626)</u>	<u>(201,580)</u>
<u>Assets less Current Liabilities</u>		57,430	298,416
<u>Creditors: amounts falling due after more than one year</u>	12	<u>-</u>	<u>430,000</u>
<u>Net Assets</u>		<u>57,430</u>	<u>(131,584)</u>
<u>Capital and Reserves</u>			
Called up Share Capital	13	750	750
Capital Reserve		20,320	20,320
Profit and Loss Account		36,360	(152,654)
		<u>57,430</u>	<u>(131,584)</u>

CARTNER ENGINEERING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
30 JUNE 1992

1. Accounting Policies

1.1. Basis of preparation of accounts

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company.

1.2. Turnover

Turnover comprises the invoiced value of goods and services supplied by the company net of value added tax and any trade discounts.

1.3. Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets over their useful lives on the following bases:

Motor Vehicles	20%	straight line	bases
Furniture and Equipment	15%	"	"
Plant and Equipment	20%	"	"
Expenditure on Leasehold Premises	25%	"	"

1.4. Stocks and Work in Progress

Stocks are valued at cost, or realisable value whichever the lower. All obsolete stock has been written off. Work-in-Progress is valued at cost.

8,

Tangible Fixed Assets

	<u>Freehold Premises</u>	<u>Leasehold Premises</u>	<u>Plant & Equipmt</u>	<u>Motor Vehicles</u>	<u>Goodwill</u>	<u>Furniture & Equipmt</u>	<u>Total</u>
<u>Cost or Value</u>							
at 1.7.91	406,000	18,236	24,760	67,749	1	2,339	519,085
Additions	-	-	-	7,501	-	3,942	11,443
Disposals	(406,000)	-	-	-	-	-	(406,000)
at 30.6.92	-	18,236	24,760	75,250	1	6,281	124,528
<u>Depreciation</u>							
at 1.7.91	-	1,236	6,270	11,444	-	139	19,089
Charge	-	4,559	4,952	13,168	-	704	23,383
Disposals	-	-	-	-	-	-	-
at 30.6.92	-	5,795	11,222	24,612	-	843	42,472
<u>Net Book Values</u>							
at 30.6.92	-	12,441	13,538	50,638	1	5,438	82,056
at 30.6.91	406,000	17,000	18,490	56,305	1	2,200	499,996

9.	<u>Stocks</u>	<u>1992</u>	<u>1991</u>
	Raw Materials	9,681	12,707
	Work in Progress	61,467	55,105
		<u>71,148</u>	<u>67,812</u>

10.	<u>Debtors due within one year</u>		
	Trade Debtors	155,268	569,015
	Other Debtors -Associated Company	50,000	79,200
	Pre-payments	5,828	2,065
	Parent Company	<u>396,251</u>	-
		<u>607,347</u>	<u>650,280</u>

11.	<u>Creditors: amounts falling due within one year</u>		
	Trade Creditors	88,533	96,848
	Social Security and other Taxes	-	-
	Other Creditors	301,355	365,828
	Corporation Tax	96,463	27,238
	Accruals	2,500	4,000
	Bank Overdraft	36,277	92,831
	Hire Purchase Contracts	-	-
	Value Added Tax	20,340	11,262
	Associated Companies	156,823	244,725
	Parent Company	<u>945</u>	<u>85,523</u>
		<u>703,236</u>	<u>928,255</u>

12.	<u>Creditors: amounts falling due after more than one year</u>	<u>1992</u>	<u>1991</u>
	Loans	-	430,000
	Hire Purchase Contracts	<u>-</u>	<u>-</u>
		<u>-</u>	<u>430,000</u>
13.	<u>Called up Share Capital</u>		
	<u>Authorised</u>		
	Ordinary Shares of £1 each	<u>1,000</u>	<u>1,000</u>
	<u>Issued</u>		
	Ordinary Shares of £1 each	<u>750</u>	<u>750</u>
14.	All loans between Parent Company and Fellow Subsidiaries are unsecured, free of interest and without any redemption date.		
15.	The claim against the company in respect of faulty manufacturing and workmanship on contracts carried out prior to acquisition has been reduced to £256,529. The credit of £90,000 has been brought into these accounts.		
16.	The Share Capital of the company was increased on 23 December 1992 by the creation of 99,000 new ordinary shares of one pound each. Of these 49,250 were issued at par for cash on the same day so that the Paid up Share Capital is now £50,000		



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

No 1412202

I hereby certify that

CARTNER ENGINEERING LIMITED

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

TECHSPAN SYSTEMS PLC

and that the company is limited.

Given under my hand at Cardiff the 11th February 1993

A handwritten signature in dark ink, appearing to read 'M B May'.

M. B. MAY (MRS.)

An Authorised Officer

TECHSPAN SYSTEMS PLC

THE COMPANIES ACT 1985

Registered number 1412202

COPY Resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Oakhurst Oak End Way Gerrards Cross Buckinghamshire on the *Nineteenth* day of September 1994.

SPECIAL RESOLUTION

THAT the present Memorandum of Association be abrogated and thereupon replaced by adopting the new Memorandum submitted to this meeting and approved without amendment.

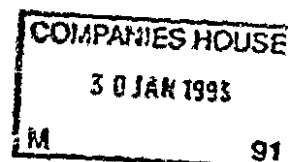
Ann M. Nye
.....
COMPANY SECRETARY

Dated the *Nineteenth* day of *September* 1994



COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

By



MEMORANDUM & ARTICLES
of
ASSOCIATION
of

TECHSPAN SYSTEMS PLC

COMPANIES HOUSE 01/10/94

Date of Incorporation 29 JANUARY 1979
Registration Number 1412202

The Companies Acts 1985 to 1989
Public Company Limited by Shares

MEMORANDUM OF ASSOCIATION

- OF -

TECHSPAN SYSTEMS PLC

1. * The Company's name is TECHSPAN SYSTEMS PLC.
2. The Company is to be a Public Limited Company.
3. The Company's registered office is to be situated in England.
4. The Company's objects are:-
 - (a) To carry on all or any of the businesses of electronic and electrical engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electronic and electrical goods, equipment, devices, appliances, accessories and supplies of every description, cable jointers, heating, lighting, radio, television, telephone, telecommunication, mechanical and general engineers; dealers in aerials, record players, stereo and hi-fi equipment, inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders' merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles, and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

* Name changed pursuant to Special Resolutions dated 27/9/82, 1/6/90 and 11/1/93.
Memorandum of Association amended by Special Resolution 11/1/93.

(b) To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.

(c) To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.

(d) To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled capital.

(e) To apply for, purchase, develop or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.

(f) To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.

(g) To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.

(h) To sell, lease, exchange, dispose of, turn to account or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.

(i) To invest and deal with the monies of the Company not immediately required in such manner and upon such conditions as may from time to time be determined.

(j) To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.

(k) To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debendures and any other negotiable instruments whatsoever.

(l) To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.

(m) To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on, directly or indirectly, in conjunction with or to the benefit of the Company.

(n) To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.

(o) To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.

(p) To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.

(q) To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.

(r) To do any or all of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other company or person, by or through any factors, trustees or agents.

(s) Generally to do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property, assets or rights, or otherwise likely in any respect be advantageous to the company.

(t) To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or in addition to, any of the aforesaid objects.

AND it is hereby declared the word "company" in this clause, except where used in reference to the company, shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the company. None of the sub-clauses of the objects herein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause, and the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects of the first sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other act for the time being in force concerning companies and affecting the company.

5. The liability of the members is limited.
6. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.
By Special Resolution dated 23rd December 1992 the nominal share capital was increased to £100,000 by the creation of 99,000 new ordinary shares of £1 each.

We, the subscribers to the memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF THE 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 11th day of January, 1979.

WITNESS to the above signatures :-

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