

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1526540

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

having by special resolution changed its name, is now incorporated
under the name of
ASSA ABLOY MANAGEMENT SERVICES LIMITED

Given at Companies House, Cardiff, the 24th October 2002



C01526540N



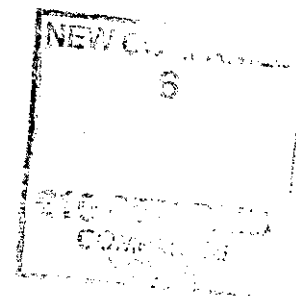
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

0042851

Company Number: 1526540



COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

GRORUD INTERNATIONAL LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Pursuant to Section 381A Companies Act 1985

Passed 19 October 2002

We, Grorud Industries Limited, being the sole member of the Company for the time being hereby resolve and agree that the following resolutions be passed as special resolutions pursuant to section 381A of the Companies Act 1985:

SPECIAL RESOLUTIONS

Company name

1. That the name of the Company be changed to "Assa Abloy Management Services Limited".

Memorandum of Association

2. That the existing clause 3 of the Company's memorandum of association be deleted and that the following be substituted as a new clause 3:

"3(1) the object for which the Company is established is to carry on business as a general commercial company.

3(2) without prejudice to the generality of the object of the Company and the power derived from section 3A of the Companies Act 1985 the Company has power to do all or any of the following:

- (a) to accept appointments as the director, secretary or other officers of other companies and to carry out the duties and obligations of such officers and to



perform the functions of a company management service company and of a holding company;

- (b) to undertake and perform the office and duties of trustee, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or other body;
- (c) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange;
- (d) to acquire by any means any real or personal property or rights whatsoever;
- (e) to carry on any other trade or business which may in the opinion of the directors of the Company be capable of being conducted directly or indirectly for the benefit of the Company;
- (f) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- (g) to acquire and hold shares or other interests in or securities of any other company and to otherwise invest and deal with the monies of the Company;
- (h) to lend money or give credit to such persons on such terms as may seem expedient;
- (i) to borrow and raise money in any manner and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge of any obligation or liability by the Company or any other person or company (whether or not that company is the company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of such holding company);
- (j) to advance and lend money or give credit on such terms as may seem expedient and with or without security to customers and others;
- (k) to enter into contracts or Deeds of Indemnity and suretyships of all kinds and to secure, undertake or guarantee payment of money or the performance of any obligations of any person or company (whether or not that company is the Company's holding company as defined by section 736 of the Companies Act 1985 or subsidiary of such holding company);
- (l) to purchase or otherwise acquire to take over and undertake:

- (i) all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the Company or to advance its interest or which is possessed of property suitable for the purposes of the Company;
- (ii) shares (including any redeemable shares) in itself whether such are registered in the names of the holders thereof or issued by way of renounceable letters of allotment to the persons entitled to be offered the same;
- (iii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (m) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members;
- (n) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- (o) to establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company as defined by section 736 of the Companies Act 1985 or is allied to or associated with the Company or any such subsidiary or holding company of the Company or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons (which shall include step dependants) and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payment for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful

objects, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

- (p) to procure the Company to be registered or recognised in any part of the world;
- (q) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company;
- (r) to dispose by any means of the whole or any part of the assets of the Company;
- (s) to distribute among the members of the Company in kind any assets of the Company;
- (t) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise;
- (u) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect interest, to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies, to make payments by way of subvention or otherwise, and to make any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (v) subject to the Companies Act 1985 to give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance specified in section 152 of the Companies Act 1985;
- (w) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;
- (x) to provide services of all descriptions and to carry on business as advisors, consultants, brokers and agents of any kind;
- (y) to advertise, market and sell the products of any business carried on by a subsidiary or a holding company of the Company or another subsidiary of the holding company of the Company;
- (z) to do all such other things as in the opinion of the directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them;

and it is hereby declared that the "Company" in this clause, except where used in reference to the Company, shall include any partnership or other body of persons whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere; person "shall include any company as well as any other legal or natural person"; securities shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation; "and" and "or" shall mean "and/or" where the context so permits; "other" and "otherwise" shall not be construed egusden generis where a wider construction is possible; and the objects specified in the different paragraphs of this clause, shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

3. Adoption of new Articles of Association

That the articles of association attached hereto and, for the purpose of identification, initialled by or on behalf of the signatory hereto be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

Dated: 18 October 2002

for and on behalf of
Grorud Industries Limited

