

41

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 companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

15313481

Name of Company

ROE INDUSTRIAL HOLDINGS Limited*

I, GERALD ROE
of MORRONS END BEACON HILL
PENN BUCKS† 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
1976do solemnly and sincerely declare that I am† A PERSON NAMED AS
DIRECTOR of the company in the statement delivered under Section 21 of the Companies Act 1976
of ROE INDUSTRIAL HOLDINGS 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 1835Declared at The office of Winter-Taylor
Park House London Road High
Wycombe Buckinghamshire
the twelfth day of November
One thousand nine hundred and eighty

† or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oathsbefore me P.D. Price
A Commissioner for Oaths† SolicitorPresentor's name, address and
reference (if any)For official use
General section

Post room

THE COMPANIES ACTS 1948 to 1980

1531348/3

£50
£1

COMPANY LIMITED BY SHARES

02/714/8

MEMORANDUM OF ASSOCIATION OF

pu

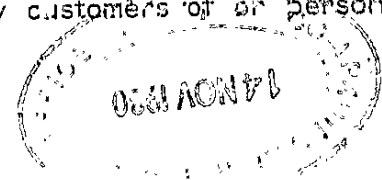
ROE INDUSTRIAL HOLDINGS LIMITED



1. The name of the Company is "ROE INDUSTRIAL HOLDINGS 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 the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

8-615-65A



(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 £1,000,000 divided into 1,000,000 Shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Gerald Roe Meadows End Beacon Hill Penn Bucks Company Director	One
Julie - Anne Roe Meadows End Beacon Hill Penn . Bucks Company Director	One

Dated 12th November 1980

Witness to the above Signatures:-

Carm Maxwell Hennebert
57 London Road,
High Wycombe Bucks

THE COMPANIES ACTS 1948 to 1980

1531343/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROE INDUSTRIAL HOLDINGS 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) Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two nor more than five. 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.

(c) The following persons shall be the first Directors of the Company:

Gerald Roe and Julie Anne Roe.

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.

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

5. The power of the Directors to make calls conferred by Clause 15 in Part I of Table A shall be modified by deleting from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Part I of Table A shall be modified accordingly.

7. The liability of any Member in default in respect of a Call shall be increased by the addition at the end of Clause 33 in Part I of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

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

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

10. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such Clause referred to; and the said Clause 5 shall be modified accordingly.

DIRECTORS

11. A Director may at any time appoint any other person (being a Director or person approved for that purpose by the Directors) to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and to these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director. Provided that if a Director retires by rotation and is re-elected by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointer such Alternate Director shall have one vote for each appointer whom he represents in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

12. 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.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (q) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Part I of Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

15. Clause 88 in Part I of Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly.

BORROWING POWERS

17. (a) 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.

(b) Accordingly, Clause 79 in Part I of Table A shall not apply to the Company.

ACCOUNTS

18. 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

19. (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 judgment 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

Gerald Roe
Meadows End
Beacon Hill
Penn Bucks
Company Director

Julie Anne Roe
Meadows End
Beacon Hill
Penn. Bucks
Company Director

Dated 12th November 1980

Witness to the above Signatures:-

Celia Maxwell Horne
57 London Road,
Weymouth,
Dorset



Please do not
write in this
binding margin

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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 1

1

Company number

1531348

Name of Company

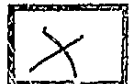
Roe Industrial Holdings

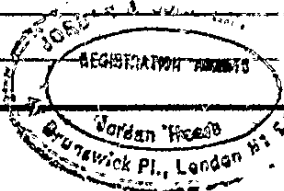
Limited*

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

57 London Road, High Wycombe, Bucks.

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





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

--

Presenter's name, address and
reference (if any): C.M.H.

SEYMOUR TAYLOR & CO
CHARTERED ACCOUNTANTS
57-61 LONDON ROAD
HIGH WYCOMBE
BUCKS. HP11 1BS
TEL: 0494 23254/41321



Printed & Supplied by: -

For official use

General section

Post room

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

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 27(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)	Gerald Roe	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	Meadows End, Beacon Hill, Penn, Bucks.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Active Sempa Limited			
Genspark Limited			
Metro Electronics Limited			
Remhall Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 12th November 1980	

Name (note 2)	Julie Anne Roe	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	Meadows End, Beacon Hill, Penn, Bucks.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Active Sempa Limited			
Genspark Limited			
Metro Electronics Limited			
Remhall Limited			
I hereby consent to act as director of the company named on page 1			
Signature Julie-Anne Roe		Date 12th November 1980	

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


Please do not
write in this
binding margin



Important

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

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

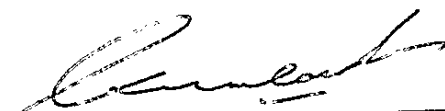
Name (notes 2 & 7) Gerald Roe	
Former name(s) (note 3)	
Address (notes 4 & 7) Meadows End,	
Beacon Hill,	
Penn, Bucks.	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 12th November 1980


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

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

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

† delete as
appropriate

Signature  [Subscriber] ~~Agent~~† Date 12th November 1980

Signature  [Subscriber] ~~Agent~~† Date 12th November 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1531348

I hereby certify that

ROE INDUSTRIAL HOLDINGS 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

1ST DECEMBER 1980

A handwritten signature in dark ink, appearing to read 'H. Atherton'.

H. ATHERTON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

13

1531348

Name of company

ROE INDUSTRIAL HOLDINGS

Limited*

*delete if
inappropriate

Note

Please read the
notes overleaf
before
completing this
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] (which ended on)*

Day Month Year

3 1 1 2 1 9 8 3

This notice also applies to the following subsidiary companies.

Active Sempa Ltd (1218255)

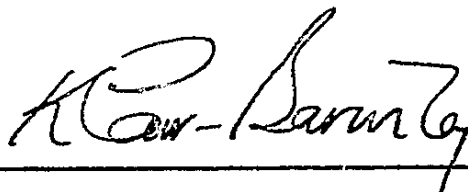
Genspark Ltd (1239629)

Remhall Ltd (1456630)

Metro Electronics Ltd (1493421)

*delete as
appropriate

Signed



(Director) (Secretary) Date 17th December 1984

Presentor's name, address and
reference [if any]:

For official use

Data punch

General section

Post room



A**THE COMPANIES ACTS 1948 TO 1976****Notice of overseas interests**

Pursuant to section 6(3) of the Companies Act 1976

5Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

14

1531348

Name of company

ROE INDUSTRIAL HOLDINGS

Limited*

*delete if
inappropriate**Note**Please read the
notes overleaf
before
completing this
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] [which ended on]†

Day Month Year

3 1 1 2 1 9 8 4

This notice also applies to the following subsidiaries:

Active Electronics Group Ltd (1218255)
 Active Electronics International Ltd (1239629)
 Merlin Electronics International Ltd (1456630)
 Active Electronics Overseas Ltd (1493421)

†delete as
appropriate

Signed

K Carr-Lamley

[Director] [Secretary]† Date 14th January 1985

Presenter's name, address and
reference [if any]:For official use
Data punch

General section

Post room



G

COMPANIES FORM No. 242

**Notice of claim to extension of
period allowed for laying and
delivering accounts — overseas
business or interests**

242

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
margin

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

* insert full name
of company

† delete as
appropriate

To the Registrar of Companies

For official use

Company number

1119

1531348

Name of company

* ROE INDUSTRIAL HOLDINGS

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 1 1 2 1 9 8 5

Signed

K. Carr-Saunders

[Director][Secretary]† Date

27 October 1986

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

For official Use

General Section

Post room



G

COMPANIES FORM No. 242

242**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company† delete as
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

1531348

Name of company

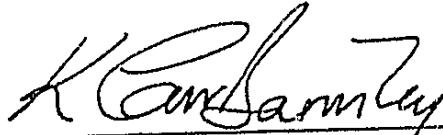
* ROE INDUSTRIAL HOLDINGS LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3	1	1	2	1	9	8	6
---	---	---	---	---	---	---	---

Signed



[Director][Secretary]† Date 20th October 1987

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

015041985

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

Post room

G**COMPANIES FORM No. 242****242****Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company† delete as
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

1531348

Name of company

* ROE INDUSTRIAL HOLDINGS LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

Signed

K Cunniff

[Director][Secretary]† Date 28 OCTOBER 1988

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

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

Post room

COMPANIES REGISTRATION	
4 NOV 1988	
M	OFFICE 12

8:11

COPY ORDINARY RESOLUTION

Number of company: 1531348

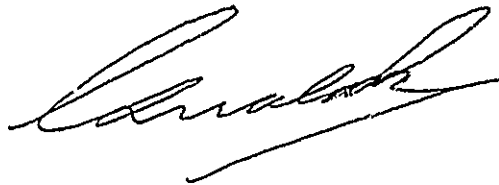
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS

of ROE INDUSTRIAL HOLDINGS LIMITED

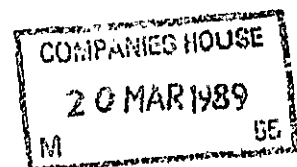
Passed the 15 day of DECEMBER 19 88 .

At an extraordinary general meeting of the above-named company, duly convened and held at Duke street, High Wycombe on the 15 day of DECEMBER 19 88 , the following ordinary resolution(s) was/were duly passed:

AS ATTACHED COPY MUNUTE



G. ROE
Chairman/Secretary



Minutes of an Extraordinary General Meeting held at Duke Street, High Wycombe
on 15 December 1988 at 11.30 a.m.

In attendance: K. Carr-Barnsley

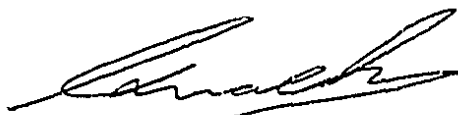
1. Mr. G. Roe and Mrs. J. Roe, being holders of 100% in nominal value of the shares giving the right to attend and vote at general meetings of the Company, presented their consent to the holding of the meeting at short notice.
2. IT WAS RESOLVED THAT the Company should acquire the entire share capitals of Cellbay Limited and Regal Systems Limited, and the shareholding of Mr. K.L. Trafford in Merlin Electronics International Limited in exchange for Ordinary shares in the Company.
3. IT WAS RESOLVED THAT the Directors are unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the Company at the time of the passing of the resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
4. IT WAS RESOLVED THAT the sum of £2364 (being part of the amount standing to the credit of the Company's reserve account) be capitalised, and that the Directors are authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the companies being acquired as registered at the close of business on 14 December 1988, and to apply such sum in paying-up in full at par on behalf of such holders 2364 ordinary shares of £1 each (ranking pari passu in all respects with the existing ordinary shares of the Company save that they will not participate in any dividend to be declared in respect of the year ended 31 December 1988) and that such shares be allotted and distributed credited as fully paid to and among the holders in accordance with the shares held in the companies being acquired, and that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

G. ROE
Chairman

ROE INDUSTRIAL HOLDINGS LIMITED

I, the undersigned, being a majority in number of the Members of Roe Industrial Holdings Limited holding at least 95 per cent in nominal value of the shares giving the right to attend and vote at general meetings of the Company HEREBY AGREE to the calling of the meeting by the foregoing notice and the proposing and passing at the meeting of the resolution set out in the notice notwithstanding that less than the requisite period of notice has been given.

Date 12 December 1982



.....

G. ROE

BOARD MINUTES FOLLOWING EXTRAORDINARY GENERAL MEETING AND ALLOTING BONUS SHARES

ROE INDUSTRIAL HOLDINGS LIMITED

Minutes of a meeting of the board of directors held at Duke Street,
High Wycombe, Buckinghamshire 2.30 a.m./p.m. on 15 December 1988

Present: G. Roe

(Chairman)

J.A. Roe

In attendance: K. Carr-Barnsley

1. The secretary reported that at an extraordinary general meeting held on 15 December 1988 an ordinary resolution had been passed authorising the directors to effect a capitalisation issue.
2. It was resolved that:
 - (a) pursuant to the authority given by and the directions contained in the abovementioned resolution the sum of £2364 therein referred to be capitalised and appropriated as therein set out.
 - (b) 2364 ordinary shares of £1 each credited as fully paid up be allotted to the persons and in the amounts set out below.

Name of Shareholder	No. of Shares
G. Roe	1272
J.B. Fuller	728
K.L. Trafford	364

(c) The secretary was instructed to prepare and issue renounceable letters of allotment.

3. There being no further business the meeting terminated.

Chairman



G. ROE

COMPANY NUMBER 1531348

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF ROE INDUSTRIAL HOLDINGS LIMITED

11 Duke St. High Wycombe, Bucks

At the annual general meeting of the members of the above-named company, duly convened at on the 8 day of Sept 1992, the following Elective Resolutions were passed unanimously, in person or by proxy, by all the members entitled to attend and vote at the meetings:

ELECTIVE RESOLUTIONS

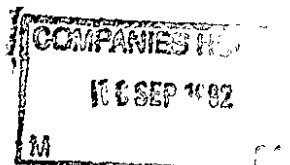
That pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of annual general meetings in 1993 and subsequent years until this election is revoked.

That pursuant to Section 255 of the Companies Act 1985 the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.

That pursuant to Section 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually.

Chairman... 

Date... 8... September... 1992.....



COMPANY NUMBER 1531348

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF ROE INDUSTRIAL HOLDINGS LIMITED

At the annual general meeting of the members of the above-named company, duly convened at ~~Alhambra House, High Wycombe~~ on the 3rd day of ~~November~~ 1992 the following Elective Resolutions were passed unanimously, in person or by proxy, by all the members entitled to attend and vote at the meetings:

ELECTIVE RESOLUTIONS

That pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of annual general meetings in 1993 and subsequent years until this election is revoked.

That pursuant to Section 255 of the Companies Act 1985 the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.

That pursuant to Section 384 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually.

Chairman... ...

Date... 3/11/1992...

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

[] [] [] []

1531348

Name of company

* insert existing full
name of company* ROE INDUSTRIAL HOLDINGS LTD. (~~change of name to ACTIVE~~
~~ELECTRONICS LTD.~~)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 ACTIVE ELECTRONICS
-LTD. 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† delete as
appropriate

Signed

Paul J...

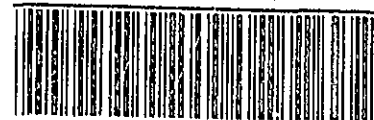
[Director][Secretary]† Date

*7th June 1984*Presenter's name address and
reference (if any):CHARSLEY HARRISON,
RIDING COURT,
RIDING COURT ROAD,
DATCHET, SLOUGH,
BERKS, SL3 9LF

REF: PJ

For official Use
General Section

Post room

*ABATY2AK*
[A18] RECEIPT DATE: 21/06/84
[A11] RECEIPT DATE: 15/06/84

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 lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

1531348

Name of company

* insert full name
of company

* ROE INDUSTRIAL HOLDINGS LTD. (~~change of name ACTIVE~~
~~ELECTRONICS LTD.~~)

I, PHILLIP HOWARD JONES

of Two Chimneys, North Street, Winkfield, Nr. Windsor

† delete as
appropriate

§ insert date

~~the secretary~~ [a director]† of the company, do solemnly and sincerely declare that:

- 1 the company, on 14th June 1994 §, 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 Riding Court, Datchet,
Berkshire

Declarant to sign below

the 14th day of June

One thousand nine hundred and ninety four

before me John Jones (D.L.S.)

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

Philip Jones

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

CHARSLEY HARRISON
RIDING COURT,
RIDING COURT ROAD,

DATCHET, SLOUGH,
BERKS. SL3 9LF

REF: PJ

For official Use
General Section

Post room



ABATX2AJ

A18 RECEIPT DATE: 21/06/94

A11 RECEIPT DATE: 15/06/94

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION of

~~of ACTIVE ELECTRONICS LIMITED~~

Company No. 1531348

Roe Industrial Holdings Limited

PASSED the 7th day of June 1994

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on the 7th day of June 1994 the following SPECIAL RESOLUTION was duly passed:-

That Pursuant to the provisions of Section 43 Companies Act 1985, the Company be re-registered as a Public Company and

- a) the Company's Memorandum of Association be altered as follows:
- i) by deleting the existing clause 1 and substituting therefore the following clauses to be numbered 1 and 2:
"1 The Company's name is Active Electronics Plc
2 The Company is to be a Public Company"
 - ii) by re-numbering the existing clauses 2,3,4 and 5 as clauses 3,4,5 and 6 respectively
 - iii) by adding a new clause 4(a) (as re-numbered) as follows:
"To carry on the business of brokers of electronic and other goods, the servicing and maintenance of equipment, the importation and exportation of electronic and other equipment and the acquisition and dealing in goods of all types" and subsequently re-numbering the sub-paragraphs of clause 4.
- b) the regulations contained in the printed document produced to this meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for any to the exclusion of all that existing Articles thereof

.....*[Signature]*
CHAIRMAN

Dated:.....*7th June 1994*



ABATW2AI

A18 RECEIPT DATE: 21/06/94

A11 RECEIPT DATE: 15/06/94

PJ.5.Cos[active.m&a]130694

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ACTIVE ELECTRONICS Plc

1. The Company's name is ACTIVE ELECTRONICS Plc.
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England.
4. The objects for which the Company is established are:-
 - (a) To carry on the business of brokers of electronic and other goods, the servicing and maintenance of equipment, the importation and exportation of electronic and other equipment and the acquisition and dealing in goods of all types.
 - (b) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant licence or otherwise such businesses, options, rights privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds



E06ZW247

ED1 RECEIPT DATE: 15/06/94

capable of being used for the purposes of the above mentioned business or any of them, or likely to be required by customers of or persons having dealings with the Company.

(c) 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 businesses of the Company.

(d) 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.

(e) 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.

(f) 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 assistances 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.

(g) 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.

(h) To invest and deal with the monies 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.

(i) 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.

(j) 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.

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

(l) 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 purposes 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 interest.

(m) 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.

(n) 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.

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

(p) 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.

(q) 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.

(r) 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 carried 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 of 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 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.

(s) 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 of 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.

(t) 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.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(w) 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 along or in conjunction with others.

(x) 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 conferring 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.

5. The liability of the Members if limited.

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

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ACTIVE ELECTRONICS Plc

1. The Regulations contained in Table A to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar 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.
2. Article 1 of table A shall be amended by inserting before the words "the United Kingdom" the following
"Shareholder Director" means a person holding either along or jointly with other(s) not less than 100 ordinary shares in the Capital of the Company and who is also for the time being a Director of the Company.
3. Article 40 of Table A shall not apply to the Company and in its place there shall be substituted:
"40. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon business to be transacted, each being a member of which one shall be the registered holder either along or jointly with other(s) or not less than 100 ordinary shares in the Capital of the Company (or proxy for a either or both such members or duly authorised representative of a corporation) shall be a quorum"
4. Article 82 of Table A shall not apply to the Company and in its place the following Article shall apply:
"82. The Directors shall be entitled to such remuneration as the Directors shall from time to time determine and the remuneration shall be determined to accrue from day to day and notwithstanding any other provision of these Articles the Director (whether a Shareholder Director or not) whose remuneration is under consideration shall not be entitled to vote upon such resolution"
5. Article 85 of Table A shall not apply and in its place:
"85. A Director (other than a Shareholder Director) shall not be counted in the quorum present at the Meeting in relation to a resolution upon which he is not entitled to vote."

6. There shall be added at the end of the first sentence in Article 89 of Table A the words:

"of which one shall be a Shareholder Director."

7. The first sentence of Article 91 of Table A shall be deleted and in its place the following shall be inserted:

"The Shareholder Director present at the meeting shall be the Chairman of the Board of Directors but if there shall be more than one Shareholder Director present at the meeting the Directors shall appoint one of the Shareholder Directors present at the meeting to be the Chairman of the Board of Directors."

ROE INDUSTRIAL HOLDINGS LIMITED

COMPANY BALANCE SHEET AT 31 DECEMBER 1993

	Note	£	1993 £	£	1992 £
Fixed assets					
Tangible assets	8		43,546		58,939
Investments	9		<u>1,140</u> 44,686		<u>2,165</u> 61,104
Current assets					
Stocks	10	306,807		110,505	
Debtors	11	1,447,485		1,025,370	
Cash at bank and in hand		<u>136,321</u>		<u>380,172</u>	
		1,890,613		1,516,047	
Creditors: amounts falling due within one year	12	<u>1,168,836</u>		<u>873,504</u>	
Net current assets			<u>721,777</u>		<u>642,543</u>
Total assets less current liabilities			<u>766,463</u>		<u>703,647</u>
Capital and reserves					
Called up share capital	13		14,586		14,586
Capital reserve	13		-		238,295
Profit and loss account	13		<u>751,877</u>		<u>450,766</u>
			<u>766,463</u>		<u>703,647</u>

The financial statements were approved by the Board of Directors on
8 April 1994

P JONES Director

The accompanying accounting policies and notes form an integral part of
these financial statements.



REPORT OF THE AUDITORS TO THE MEMBERS OF
ROR INDUSTRIAL HOLDINGS LIMITED

We have audited the financial statements on pages 4 to 22 which have been prepared under the accounting policies set out on pages 4 and 5.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31 December 1993 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
THAMES VALLEY OFFICE
HIGH WYCOMBE

8 APRIL 1994



E06ZU245

EDI RECEIPT DATE: 15/06/94

AUDITORS' STATEMENT TO THE DIRECTORS OF ROE INDUSTRIAL HOLDINGS
LIMITED PURSUANT TO SECTION 43(3)(b) OF THE COMPANIES ACT 1985

We have examined the balance sheet of Roe Industrial Holdings Limited as at 31 December 1993 which formed part of the financial statements for the year then ended audited by us. The scope of our work for the purpose of this statement was limited to an examination of the relationship of amounts stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

In our opinion the balance sheet shows that at 31 December 1993 the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves.

Grant Thornton

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
THAMES VALLEY OFFICE
HIGH WYCOMBE

2 June 1994



A94G6248

A11 RECEIPT DATE: 15/06/94



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

No 1531348

I hereby certify that

ROE INDUSTRIAL HOLDINGS 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

ACTIVE ELECTRONICS Plc

and that the company is limited.

Given under my hand at Cardiff the 27th June 1994

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

M. B. MAY (MRS.)

An Authorised Officer

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of

ROE INDUSTRIAL HOLDINGS LIMITED

Company No.1531348

PASSED the 7th day of June 1994

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on the 7th day of June 1994:

IT WAS RESOLVED that upon the recommendation of the Directors it is desirable to capitalise the sum of £35,423.00 (being part of the amount standing to the credit of the Company's Revenue Reserve Account) and that such sum be capitalised and accordingly the Directors be and they are hereby authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at the close of business on the day of

1994 and to apply such sum in paying up in full at par on behalf of such holders 35,423 ordinary shares of £1.00 each (ranking pari passu in all respects with the existing issued ordinary shares of the Company) and that such shares be allotted and distributed credited as fully paid to and amongst the said holders in the proportion in which they hold ordinary shares in the Company on the 7th day of June 1994 and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation and allotment

.....
CHAIRMAN

pj.2.cos[resmin.roc]240594



A94GB24D

ALL RECEIPT DATE:15/06/94