



Please do not
write in this
binding margin



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

*Insert full name
of Company

†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

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

FORM N 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

1638313

Name of Company

POWER TESTING (SALES)

Limited

I, ALAN JAMES HOBBS

of 1 ST MARY'S LANE

NORTH OCKENDON, URMISTER, ESSEX

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

of *

POWER TESTING (SALES)

Limited

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 52 Station Road
Urmister in the County
of Essex.

the eleventh day of March

One thousand nine hundred and ninety two

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

R. F. GIBB,
COMMISSIONER FOR OATHS

Signature of Declarant

x [Signature]

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

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Reference:-

CC 24635

For official use
General section

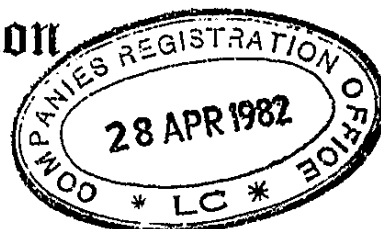
Post room

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

POWER TESTING (SALES) LIMITED



1. The name of the Company is "Power Testing (Sales) 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 part of the business or businesses as engineers, designers, manufacturers, buyers, sellers, retailers and suppliers of electronic, electrical, mechanical and scientific instruments of all kinds with particular emphasis on complete computer installations, computer peripherals and ancillary equipment together with all apparatus, devices, parts, paper, spools and all hardware and software or otherwise; as consultants, advisers, managers and otherwise in relation to the use of computers, systems design, data processing, economic and market analysis, management science and scientific analysis and as printers for any of them; to provide secretarial services of all kinds, for taxation, financial, translation, dating and bureau services or otherwise; to organise, present and participate in conferences, seminars, symposia, lectures, exhibitions and other activities related to the field of computing and management science; as printers, publishers, advertising agents, insurance and employment agents, interior designers, furnishers, general traders, caterers and to provide education and training facilities for all or any of the aforesaid, all as the Company sees fit.
 - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

It
sh
tha
be
4.
5.
of
for
an
ma


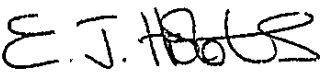
- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every kind and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 ALAN JAMES HOBBS 1 St Mary's Lane Upminster Essex RM14 3PA Engineer	one ONE
 ELIZABETH JOYCE HOBBS 1 St Mary's Lane Upminster Essex R' 14 3PA Housewife	one ONE

DATED 10TH Day of March 1902

WITNESS to the above signatures:—



JOHN WARBURTON

7 Wellands, Wickham Bishops
Essex

4.th Engineer

1.
the
(su
sav
24
ren
sha
2.
del
or
or
del
3.
per
sha
fit
Dis
wit
se
4.
pa
inc
re
5.
of
Ma
co
to
6.
re
is

1638313 / 4

COMPANY LIMITED BY SHARES

Articles of Association

OF

POWER TESTING (SALES) LIMITED /

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1976 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 24, and 75 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a private Company and shall not
 - (a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company:-
 - or (b) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
3. (a) The directors of the Company are unconditionally authorised for a period of five years from the date of incorporation of the Company to allot shares to such persons at such times and upon such conditions as they think fit up to the amount of the original share capital of the Company.
 - (b) Subject to the provisions of sub-clause (A) of this Clause the Directors shall not allot shares unless authorised to do so in accordance with the provisions of Section 14 of the Companies Act 1980.
 - (c) In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section shall not apply to the Company.

LIEN

4. The lien conferred by Clause 11 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.

GENERAL MEETINGS

5. 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.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

DIRECTORS

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required. 14.
8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.
9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him. 15.
10. Clause 79 in Table A (Borrowing Powers) shall be read and construed as if the proviso to such Clause were omitted therefrom.
11. Clause 84 (5) in Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.
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 Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

14. The first Director(s) of the Company shall be:—


ALAN JAMES HOBBS
ELIZABETH JOYCE HOBBS


FIRST SECRETARY

15. The first Secretary of the Company shall be:—

ELIZABETH JOYCE HOBBS

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS


ALAN JAMES HOBBS
1 St Mary's Lane
Upminster Essex RM14 3PA
Engineer


ELIZABETH JOYCE HOBBS
1 St Mary's Lane
Upminster Essex RM14 3PA
Housewife

DATED 10th Day of March 1982


WITNESS to the above signatures:—


JOHN WARBURTON
7 Wellands Wickham Bishops
Essex

Engineer

We certify that these Articles of Association have been printed by us by the Offset-Litho, and the stencil duplicating processes.

p.p. Gray's Inn Company Formations Limited


.....(Dir)

The amendements and alterations to the Memorandum and Articles of Association have been made with the full knowledge and consent of the subscribers.


.....(Dir)

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

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

1Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1638213/5

Name of Company

POWER TESTING (SALES)

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below87/89 Tabernacle Street
London EC2A 4BAIf 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 belowGray's Inn Company Formations Ltd
87-89 Tabernacle Street,
London, EC2A 4BA.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 statementPresenter's name, address and
reference (if any):GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA ENGLAND.

Reference:-

CC 24635

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 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)	ALAN JAMES HOBBS	Business occupation	Engineer
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	1 St Mary's Lane Upminster Essex RM14 3PA	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Power Testing Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10/3/82	

Name (note 2)	ELIZABETH JOYCE HOBBS	Business occupation	Housewife
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	1 St Mary's Lane Upminster Essex RM14 3PA	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Power Testing Limited			
I hereby consent to act as director of the company named on page 1			
Signature E.J. Hobbs		Date 10.3.82	

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



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)	ELIZABETH JOYCE HOBBS
Former name(s) (note 3)	None
Address (notes 4 & 7)	1 St Mary's Lane Upminster Essex RM14 3PA
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>E J Hobbs</i> Date 10. 3. 82.

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 *[Signature]* [Subscriber] [Agent]† Date 10/3/82

Signature *AFord* [Subscriber] [Agent]† Date 10/3/82

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

Continuation sheet No. _____
to Form No. 1

Company number

1638313

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

Delete if inappropriate

Name of Company

Limited*

Particulars of other directors (continued)

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

Particulars of other directorships

delete if appropriate

continued overleaf 1

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1638313

I hereby certify that

POWER TESTING (SALES) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 27TH MAY 1982

A handwritten signature in black ink, appearing to be 'M. J. Jones'.

Assistant Registrar of Companies