



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

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

41a

Please do not
write in this
binding margin



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

*Insert full
name of company

For official use

Company number

--	--	--

1558832/1

Name of company

CEI OVERSEAS HOLDINGS LIMITED

I, John Derek Simon
of Slaughter and May
35 Basinghall Street, London, EC2V 2DB

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation

of CEI Overseas Holdings 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 16 COLEMAN STREET
LONDON EC2

Signature of Declarant

the 21st day of July

One thousand nine hundred and eighty 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

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

Slaughter and May,
35 Basinghall Street,
London, EC2V 2DB.
(ref: DS)

For official use
New companies section

Post room

THE COMPANIES ACTS

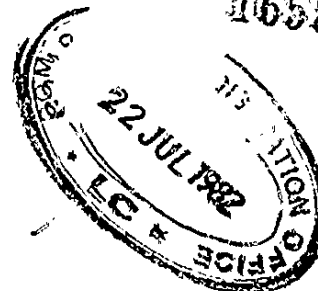


COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CEI OVERSEAS HOLDINGS LIMITED



1. The name of the Company is "CEI OVERSEAS HOLDINGS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To invest the funds of the Company and to acquire and hold shares, stocks, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by any individual person or by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, and any right or interest therein, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein, and from time to time to vary any such investments.
 - (2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
 - (3) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
 - (4) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

- (5) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (6) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (7) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (8) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (9) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company.
- (10) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (11) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (12) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (13) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (14) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of

rights and
resources
ship or
buildings
stal,
machinery
and

carry on
ents of any

Company
ess of
ng and
, retailer,

onal,
services
provision.

financial
business of

and to
s, and to
company.

y a
another

t or
overnment
ights,
ry out,

osit and to
manner and
y of the
any parc
and future)
ation and

y or
o the
t or
personal
y part of

the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayments or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (15) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- (16) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (17) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (18) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (19) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (20) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or

managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

- (21) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (22) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (23) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (24) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (25) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (26) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render

more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

- (27) To do all such other things as in the opinion of the Board of 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 "company" in this clause, except where used in reference to this 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 ejusdem 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, 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.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each and the Company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names and addresses 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

Jonathan K. Gay
35 Basinghall Street
London EC2V 5DB
Solicitor

One

Philippa J. Garland
35 Basinghall Street
London EC2V 5DB
Solicitor's Articled Clerk

One

DATED the 21st day of July 1982.

WITNESS to the above signatures:-

L. E. Savrons (hus)
35, Basinghall Street,
London, EC2V 5DB
Secretary.

1. Sched
coming
Artic
apply
Regul
shall
incon
Compan
statut

2. S
by ord
any st
(wheth
shall
grant
at suc
condit
Compan
Compan
that A

3. T
or on
share)
remain
transf
therec

subscribed,
nce of this
to take the
posite our

THE COMPANIES ACTS

1658632/4

COMPANY LIMITED BY SHARES

Number of Shar
taken by each
Subscriber

ARTICLES OF ASSOCIATION

of

CEI OVERSEAS HOLDINGS LIMITED

One

TABLE A

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as altered by any enactment coming into operation prior to the date of adoption of these Articles of Association or if these Articles are the Articles applying on incorporation prior to incorporation (such Regulations as so altered being hereinafter called "Table A"), shall except where the same are excluded or varied by or inconsistent with these Articles of Association, apply to the Company. No regulations set out in any Schedule to any other statute concerning companies shall apply to the Company.

UNISSUED SHARE CAPITAL

One

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. Section 17(1) of the Companies Act 1980 shall not apply to the allotment by the Company of any equity security as defined by Section 17(12) of that Act.

TRANSFER OF SHARES

3. The instrument of transfer of any share shall be signed by or on behalf of the transferor and (in the case of a partly paid share) the transferee and the transferor shall be deemed to remain the registered holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Regulation 22 of Table A shall not apply.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

5. At any general meeting a poll may be demanded by any Member present in person or by proxy and Regulation 58 of Table A shall be varied accordingly.

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder. Regulation 62 of Table A shall not apply.

7. Subject to any statutory provision, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members of the Company who would be entitled to vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members. Regulation 73A of Table A shall not apply.

DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than two in number. Regulation 75 of Table A shall not apply.

9. A Director need not be a Member of the Company but shall nevertheless be entitled to attend and speak at any general meeting of the Company. Regulation 77 of Table A shall not apply.

10. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which in the opinion of the Directors go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article or Regulation.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge all or any part

of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to Section 14 of the Companies Act 1980, to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

12. The Company may exercise all the powers conferred by statute with regard to having official seals and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine or as the law requires. Regulation 82 of Table A shall not apply.

13. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Paragraph (2) of Regulation 84 of Table A shall not apply and the remainder of Regulation 84 shall be varied accordingly.

14. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis

as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

15. A Director present at any meeting shall not be required to sign his name in any book and Regulation 86 of Table A shall be varied accordingly.

16. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

17. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed.

19. Both of them, the Directors and the Company in general meeting, shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

20. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

21. The office of a Director shall be vacated in any of the following events, namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director;
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

22. Regulations 88 to 97 (inclusive) of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

23. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. Regulation 98 of Table A shall be varied accordingly.

24. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit and Regulation 102 of Table A shall be varied accordingly.

25. A resolution in writing signed by or on behalf of all the Directors for the time being entitled to receive notice of a meeting of the Directors or by or on behalf of all the members of a committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors or of the committee concerned (as the case may be) duly called and constituted. Any such resolution may consist of several

documents in the like form each signed by or on behalf of one or more of the Directors or of the committee concerned (as the case may be). Regulation 106 of Table A shall not apply.

EXECUTIVE DIRECTORS

26. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

27. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration (if any) as a Director. Regulations 107, 108 and 109 of Table A shall not apply.

NOTICES

28. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

29. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company. Provided that any Member may in writing waive notice of any

ne or
case

meeting either prospectively or retrospectively and if he shall
do so it shall be no objection to the validity of such meeting
that notice was not given to him. Regulations 131, 132, 133 and
134 of Table A shall not apply.

e of
ing
riod
revoke

claim
, or
of any
e

ceive

and

icate)
either
etter
ring
ng it
ny
in
ers of
t on
emed a
Any
with
or

ity
h
to
put in
be
y

manner

they
pany

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jonathan K. Goy
35 Basinghall Street
London EC2V 5DB
Solicitor

Philippa J Garland
35 Basinghall Street
London EC2V 5DB
Solicitor's Articled clerk

DATED the 21st day of July 1982.

WITNESS to the above signatures:-

L. E. Surrans (Mrs)
35, Basinghall Street,
London, EC2V 5DB.
Secretary.



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 1

1

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

Company number

1658832/5

Name of Company

CEI OVERSEAS HOLDINGS

Limited*

* delete if
inappropriate

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

Botanic House

100 Hills Road,

Cambridge,

CB2 1LQ.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

Slaughter and May,

35 Basinghall Street,

London, EC2V 5DB.

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

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

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB.

(Ref: DS)

For official use
General section

Post room

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

Please do not write in this binding margin



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

Name (note 2)	Richard Ashton	King	Business occupation
			Managing Director -
			Cambridge Electronic Industries p.l.c.
Former name(s) (note 3)	-		Nationality
Address (note 4)			British
	8 Barrow Road		Date of birth (where applicable) (note 6)
	Cambridge CB2 2AS		25.8.29
Particulars of other directorships (note 5)			
	Cambridge Electronic Industries p.l.c.		
I hereby consent to act as director of the company named on page 1			
Signature		Date	15 July 1982

Name (note 2)	Francis Moon	Business occupation
		Financial Director -
		Cambridge Electronic Industries p.l.c.
Former name(s) (note 3)	-	Nationality
Address (note 4)	3 Woodlands Road	British
	Great Shelford	Date of birth (where applicable) (note 6)
	Cambridge CB2 5LW	23.5.31
Particulars of other directorships (note 5)		
	Cambridge Electronic Industries p.l.c.	
I hereby consent to act as director of the company named on page 1		
Signature		Date
		15 July 1982

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)	Donald Henry John Lester	
Former name(s) (note 3)	-	
Address (notes 4 & 7)	40 West Street	
	Great Gransden	
	Sandy, Beds. SG19 3AU	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 15 July 1982

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 Jonathan K. G. Y [Subscriber] [Agent]† Date 21st July 1982

Signature J. Garland [Subscriber] [~~Agent~~]† Date 21st July 1982

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1658832

I hereby certify that

CEI OVERSEAS HOLDINGS 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

17TH AUGUST 1982

A handwritten signature in black ink, appearing to read 'A. Wilson', written over a horizontal line.

Assistant Registrar of Companies

C.173



Company number

1658832

For official use

		6
--	--	---

Name
Registered
office
address

CEI OVERSEAS HOLDINGS LIMITED

 BOTANIC HOUSE
 100 HILLS ROAD
 CAMBRIDGE CB2 1LR

No fee payable

The Companies Act 1948 to 1976

Notice of accounting reference date

Pursuant to section 2 (1) of the Companies Act 1976

To the Registrar of Companies

Notes

*Delete if
inappropriatePlease complete
in block letters
in bold black ink
or type.

Important

The Accounting
reference date to be
entered alongside should
be completed as in the
following examples:31 March –
Day Month

3	1	0	3
---	---	---	---

5 April –

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

†Delete as appropriate

Name of Company

CEI OVERSEAS HOLDINGS

Limited*

hereby gives you notice in accordance with subsection (1) of
Section 2 of the Companies Act 1976 that the accounting
reference date on which the company's accounting reference
period is to be treated as coming to an end in each
successive year is as shown below:

Please mark X in the box
below if a public company

Company number

Day Month

1658832				3	1	1	2
---------	--	--	--	---	---	---	---

Signed

Date 23rd December
1982

†Director/Secretary

Presenter's
name and ref:

DHSL

Cambridge Electronic
Industries plc
 Botanic House
 100 Hills Road
 Cambridge CB2 1LR

For official use only

Data punch

General section

Post room



8
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

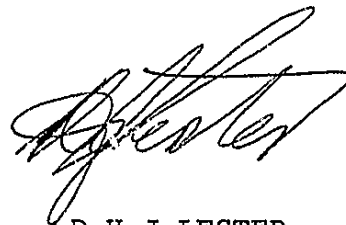
CEI OVERSEAS HOLDINGS LIMITED

Passed on 30th November 1982

At an EXTRAORDINARY GENERAL MEETING of CEI OVERSEAS HOLDINGS LIMITED duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Tuesday 30th November 1982 the following ORDINARY RESOLUTION was duly passed:-

ORDINARY RESOLUTION

That with effect from the time of the passing of this resolution until the conclusion of the first annual general meeting of the company the directors are unconditionally authorised pursuant to Section 14 of the Companies Act 1980 to allot at any time or times all or any of the unissued shares in the authorised share capital of the company as at the date of this resolution.



D H J LESTER
Secretary





Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1658832

Name of company

*Insert full name
of company

* **CEI OVERSEAS HOLDINGS LIMITED.**

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30th January 1989 the nominal capital of the company has been increased by £ 9,900 beyond the registered capital of £ 100.

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

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

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

The new shares rank pari passu in all respects with the existing shares of the Company.

Please tick here if
continued overleaf

☐

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

Signed

Designation Secretary Date February 1989

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

The Secretary,
CEI Overseas Holdings Ltd.,
Botanic House,
100 Hills Road,
Cambridge,
CB2 1LQ.

For official use

General section

Post room

COMPANIES HOUSE

- 2 MAR 1989

M

28



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
4.87 BM

5017157

★ ★ ★ ★

NO: 1658832

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CEI OVERSEAS HOLDINGS LIMITED.

PASSED ON 30th JANUARY 1989

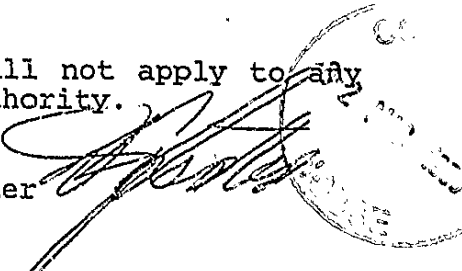
At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on 30th January 1989, the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

THAT:

1. the authorised share capital of the Company be and it is hereby increased from £100 to £10,000 divided into 10,000 shares of £1 each;
2. with effect from the conclusion of this extraordinary general meeting:-
 - (i) the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the company to allot at any time or times all or any of the unissued shares in the authorised share capital of the company as at the date of this resolution.
 - (ii) this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry provided that such allotments would fall within the limitation aforesaid if made before such expiry and the directors may allot shares in pursuance of such offers or agreements as if this authority had not expired; and
 - (iii) section 89(1) of the said Act shall not apply to any allotment made pursuant to this authority.

D H J Lester
Secretary.



No: 1658832

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CEI OVERSEAS HOLDINGS LIMITED.

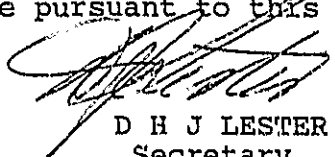
PASSED ON 14TH JULY 1989

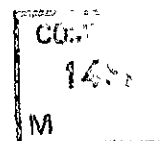
At the ANNUAL GENERAL MEETING of the above-named company duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Friday 14th July 1989, the following SPECIAL RESOLUTION was passed:-

SPECIAL RESOLUTION

"That with effect from the conclusion of this annual general meeting:-

- (1) the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the company and to allot at any time or times all or any of the unissued shares in the authorised share capital of the company as at the date of this resolution;
- (2) this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry provided that such allotments would fall within the limitation aforesaid if made before such expiry and the directors may allot shares in pursuance of such offers or agreements as if this authority had not expired; and
- (3) section 89(1) of the said Act shall not apply to any allotment made pursuant to this authority".


D H J LESTER
Secretary.



No: 1658832

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CEI OVERSEAS HOLDINGS LIMITED.


PASSED ON 24TH OCTOBER 1990

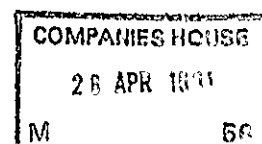
At the ANNUAL GENERAL MEETING of the above-named company duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Friday 24th October 1990, the following SPECIAL RESOLUTION was passed:-

SPECIAL RESOLUTION

"That with effect from the conclusion of this annual general meeting:-

- (1) the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the company and to allot at any time or times all or any of the unissued shares in the authorised share capital of the company as at the date of this resolution;
- (2) this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry provided that such allotments would fall within the limitation aforesaid if made before such expiry and the directors may allot shares in pursuance of such offers or agreements as if this authority had not expired; and
- (3) section 89(1) of the said Act shall not apply to any allotment made pursuant to this authority".


D H J LESTER
Secretary.



No: 1658832

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE AND ORDINARY RESOLUTIONS

OF

CEI OVERSEAS HOLDINGS LIMITED.

PASSED ON 8TH JULY 1991

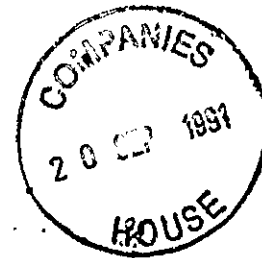
At the ANNUAL GENERAL MEETING of the above-named company duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Monday 8th July 1991, the following ELECTIVE AND ORDINARY RESOLUTIONS were passed:-

ELECTIVE RESOLUTION

- i) that pursuant to Section 366A of the Companies Act 1985 ("the Act") the Company hereby elects to dispense with the holding of annual general meetings in 1992 and subsequent years until this election is revoked;
- ii) That pursuant to Section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years;
- iii) That pursuant to Section 386 of the Act the company hereby elects to dispense with the obligation to re-appoint auditors annually; and
- iv) That the Company hereby elects pursuant to Section 80A(1) of the Act that the provisions of Section 80A of the Act apply instead of the provisions of Section 80(4) and 80(5) in relation to the renewal after the said election of authority to allot shares.

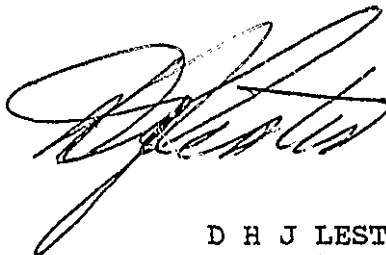
ORDINARY RESOLUTION

- i) That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of



the authorised but unissued share capital at the date of the passing of this resolution; and

- ii) That the authority hereby given shall be for an indefinite period.

A handwritten signature in dark ink, appearing to read 'D H J Lester', written in a cursive style.

D H J LESTER
Secretary

No. 1658832

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CEI OVERSEAS HOLDINGS LIMITED

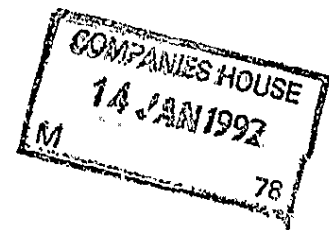
Passed on 6th January 1992

At an EXTRAORDINARY GENERAL MEETING of CEI OVERSEAS HOLDINGS LIMITED duly convened and held at Botanic House, 100 Hills Road, Cambridge CB2 1LQ on Monday 6th January 1992, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

That the name of the company be changed to GRASEBY OVERSEAS HOLDINGS LIMITED.

D H J Lester
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1658832

I hereby certify that

CEI OVERSEAS HOLDINGS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GRASEBY OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 JANUARY 1992

A handwritten signature in dark ink, appearing to read 'P.A. Morgan'.

P.A.MORGAN (MFC)

an authorised officer