



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's
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

41a

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

For official use

Company number

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

1754163

Name of Company

ELPRO LIMITED

I, MALCOLM BOY CHETTLEBURGH

of Temple House, 20 Holywell Row, London, EC2A 4JB.

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

ELPRO 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 130 High Street,
Hornchurch, Essex, RM12 4UH

Signature of Declarant

the 26th day of August

One thousand nine hundred and eighty-three

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)

For official use

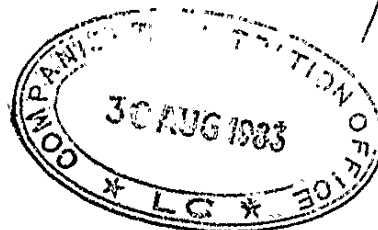
New companies section

Post room

THE COMPANIES ACTS 1948 to 1981.

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of
ELPRO LIMITED



1754163/3

1. The name of the Company is:- ELPRO 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 business as designers, manufacturers, exporters, importers, factors, distributors, dealers in, wholesalers, retailers, hirers and installers in connection with and to carry out and undertake research, testing, development, maintenance and repair work on all electronic and electrical and mechanical plant equipment and apparatus, circuits, engines, motors, tools, appliances, stations, equipment, instruments, magnetic tapes and discs, fittings, meters, controls, accessories, gadgets and systems used by the processing, radio, television and telecommunications industries, computer, data processing, security, automotive, aeronautical, marine, agricultural and petrochemical, manufacturing and engineering industries or by the domestic market whether of an electro-magnetic, electrostatic, electropneumatic, electronic, electro-thermal, electrochemical, electrolytic or photo electric nature and to supply experienced personnel in connection with such services to persons, firms or companies as might be required.
 - (b) To carry on business as advisers and consultants on all matters concerning electricity and electronics and to undertake all service, maintenance and refurbishing work and to carry on business as manufacturers, distributors, wholesalers, retailers, repairers and maintainers of all domestic electrical equipment and to undertake the business of electrical engineers and contractors in the building and construction industry.
 - (c) To carry on business as manufacturers and dealers in pressed tools, jigs, features, machine tools, drills, guages and small engineering parts and also to act as property dealers and developers, buiders and civil engineering contractors.

M. R. CHETTI BURGH LTD.
THE HOUSE,
21 HOLLYHILL ROW,
LONDON EC2A 4JB.
TEL. 01-377 6481

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, 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 whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

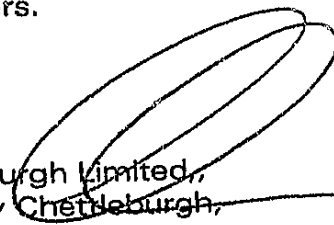
4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

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

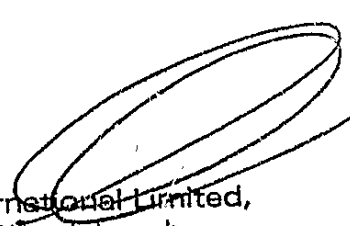
Names, Addresses and Descriptions
of the Subscribers.

Number of Shares taken
by each Subscriber


M. R. Chettleburgh Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

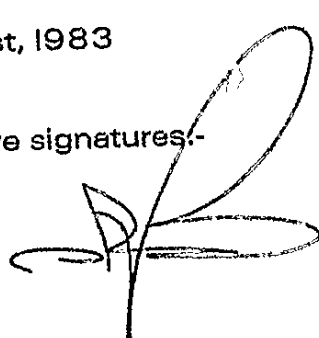

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

Dated this 1st August, 1983

Witness to the above signatures:-


R. S. Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.

Company Registration Agent.

THE COMPANIES ACTS 1948 to 1981

A PRIVATE COMPANY LIMITED BY SHARES.

**ARTICLES OF ASSOCIATION of
ELPRO LIMITED**

1754163

14

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Part I of Table 'A' in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of the 3rd Schedule of the Companies Act 1980 and by Schedule 3 of the Companies Act 1981 shall apply to this Company.
3. The following Articles of the said Part I of Table 'A' as so amended shall not apply to this Company videlicet: - 24, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91, and 92 and the last sentences of Articles 95 and 97 respectively.

CAPITAL.

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company but no authority for the Directors to allot, grant options over or otherwise dispose of shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

(b). Save as otherwise directed by the Company in General Meeting any new shares from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares

which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Companies Act 1981 including Sections 45 and 54 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Companies Act 1981 including Sections 46 and 54 to 56 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Article 11 in Part I of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 98 of Table 'A' shall be modified accordingly
14. Subject to the provisions of Section 199 of the Companies Act 1948 as extended by Section 60 of the Companies Act 1980 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 14 of the Companies Act 1980 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.

ALTERNATE DIRECTORS.

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

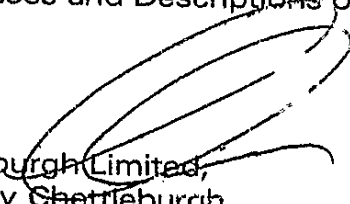
18. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS.


19. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,**
- (2) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948,**
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,**
- (4) If he becomes of unsound mind,**
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Companies Act 1948 as amended by Section 93 of the Companies Act 1981 or Section 28 of the Companies Act 1976,**
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.**

Names, Addresses and Descriptions of the Subscribers.


M. R. Chettleburgh Limited,
by Malcolm Roy Chettleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

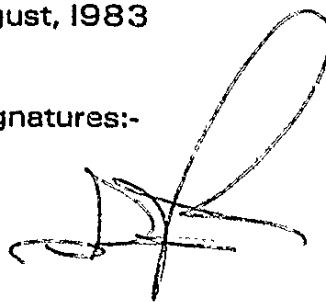

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Dated this 1st day of August, 1983

Witness to the above signatures:-

Robert S Kelford,
5, Artemis Close,
Gravesend,
Kent.



Company Registration Agent.

THE COMPANIES ACTS 1948 to 1981.

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

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

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

1754163/S

Name of Company

ELPRO

Limited*

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

9 WOODLAND END,

LEATON,

HUDDESFIELD.

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

M.R. CHETTLEBURGH LIMITED

Temple House, 20 Holywell Row, London, EC2A 4JB

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
reference (if any):

M.R. Chettleburgh Ltd.
Temple House,
20 Holywell Row,
London, EC2A 4JB

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)	TREVOR MICKLETHWAITE	Business occupation	Electronic Reception Business
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	9 Woodland End LEPTON Huddersfield	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature	T. Micklethwaite	Date	22 August 1983

Name (note 2)	EUNICE MICKLETHWAITE	Business occupation	CLERK / RECEPTIONIST
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	9 Woodland End, LEPTON Huddersfield	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	None		
I hereby consent to act as director ^{Secretary} of the company named on page 1			
Signature	E. Micklethwaite	Date	22 August 1983

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	

use 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:

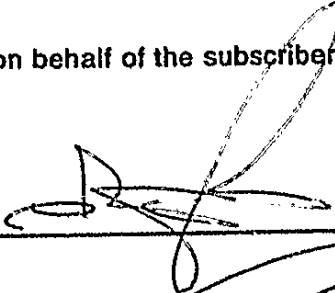

Name (notes 2 & 7)	
MALCOLM ROY CHETTLEBURGH	
Former name(s) (note 3)	
Address (notes 4 & 7)	
Temple House, 20 Holywell Row, London, EC2A 4JB	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 26th August 1983

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		[SIXTHED] [Agent]† Date 26th August 1983
Signature		[SIXTHED] [Agent]† Date 26th August 1983

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1754163

I hereby certify that

ELPRO 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 the Companies Registration Office,
Cardiff the 19TH SEPTEMBER 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER
an authorised officer