

THE COMPANIES ACTS 1948 TO 1981

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

41a

Please do not write in this binding margin



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

*Insert full name of Company

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

For official use

Company number

--	--	--

1832409/1

Name of Company

PRECIS (300)	Limited*
--------------	----------

I, MAVIS JUNE LATTERof 47 BRUNSWICK PLACELONDONN1 6EE

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*

PRECIS (300)

Limited

and that all the requirements of the Companies Acts 1948 to 1981 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 FLAT 1, CHATSWORTH HOUSE65 LONDON ROADTWICKENHAM, MIDDLESEXthe Twenty-first day of JuneOne thousand nine hundred and eighty-four

before me

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

Signature of Declarant

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

JORDAN & SONS LTD.
JORDAN HOUSE.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL. 01 253 3030 TELEX 261010

For official use

New companies section

Post room



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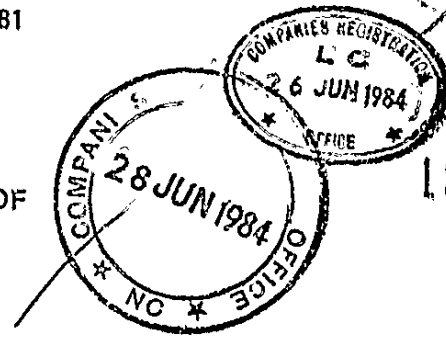
†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the Company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PRECIS (300) LIMITED



1832409 / 3

1. The name of the Company is PRECIS (300) LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.

(B) To acquire any shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

(D) To acquire by any means any real or personal property or rights whatsoever.

(E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

(F) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in

JORDAN & SONS LTD.
JORDAN HOUSE.
47 BRUNSWICK PLACE, LONDON W1 6EE
TEL. 01 253 3030
TELEX 281010
160834

respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

(H) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.

(I) To lend money or give credit to such persons on such terms as may seem expedient.

(J) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(K) To guarantee the performance of any obligation by any person whatsoever.

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

(M) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

(N) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(O) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether

contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

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

(Q) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

(R) To dispose by any means of the whole or any part of the assets of the Company.

(S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into one hundred shares of £1 each.

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
--	---

Leon Neal

Leon Neal,
34, Hill Crest,
Tunbridge Wells,
Kent.

Accountant.

- One

Bernd Ratzke

Bernd Ratzke,
12 Regency Drive,
West Byfleet,
Weybridge,
Surrey.
KT14 6EN

Solicitor.

- One

Dated the 21ST JUNE 1984

Witness to the above Signatures:- Zena Robinson,
19, Perpins Road,
Eltham.
S.E.9. 2LF

Secretary.

Zena Robinson

1832409/4

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PRECIS (300) LIMITED

1. The regulations set out in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these articles.

2. Regulations 24, 75, 77, 89 to 97 (inclusive) and 106 of Table A shall not apply to the Company.

3. The Company is a private company.

4. Subject to the provisions of the Companies Acts 1948 to 1981:-

(a) the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, who may allot, grant options over or otherwise dispose of the same to such persons and on such terms as they think fit;

(b) shares may be issued on the terms that they are, or are to be liable, to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may before the issue of the shares by special resolution determine;

(c) the Company may purchase in any manner the Board considers appropriate any of its own shares (including any redeemable shares).

5. Subject to the provisions of these articles the Company may allot any equity securities (as defined in section 17 of the Companies Act 1980) as if that section did not apply to the allotment, and references in this article to the allotment of equity, securities include references to the grant of a right to subscribe for or to convert any securities into relevant shares (as so defined) in the Company.

6. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not fully paid.

7. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an ordinary resolution duly passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

8. Unless and until otherwise determined by the Company in general meeting the directors shall not be less than two in number.

9. A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The directors shall have power at any time, and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.

11. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors, and without prejudice to the provisions of the Act may at any time remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.

12. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

13. The proviso to regulation 79 of Table A shall not apply to the Company.

14. Each director shall have the power from time to time to appoint, with the approval of the board of directors, any person to act as an alternate director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company. An alternate director shall be an officer of the Company and shall alone be responsible for his own acts and defaults; he shall not be deemed to be an agent of the director appointing him, and the director so appointing shall not be responsible for the acts and defaults of an alternate director so appointed. An alternate director shall ipso facto vacate office if and when the director so nominating him vacates office as a director or removes the nominee from office. Every such nomination and removal under this article shall be effected in writing under the hand of the director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate director and the director appointing him.

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15. A director and an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

16. A director (including an alternate director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

17. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" at the end of regulation 86 in Table A shall not apply to the Company.

18. A resolution in writing signed by all the directors (other than a director for the time being absent from the United Kingdom and not represented by an alternate director) shall be as effective for all purposes as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors, but so that the expression "director" in this article shall not include an alternate director unless he has been appointed by a director who is for the time being absent from the United Kingdom.

19. In regulation 136 in Table A there shall be added immediately after the words "any application under section 448 of the Act" the words "or under section 36 of the Companies Act 1980".

Names, addresses and descriptions of Subscribers

Leon Neal

Leon Neal,
34, Hill Crest,
Tunbridge Wells,
Kent.

Accountant.

Bernd Ratzke

Bernd Ratzke,
12 Regency Drive,
West Byfleet,
Weybridge,
Surrey.
KT14 6EN

Solicitor.

Dated the 21ST JUNE 1984

Witness to the above Signatures:- Zena Robinson,
19, Perpins Road,
Eltham.
S.E.9. 2LF

Secretary.

Zena Robinson

1

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 marginPlease complete
legibly, preferably
in black type,
bold block lettering

To the Registrar of Companies

For official use

1832409/5

Name of Company

PRECIS (300) LIMITED

The intended situation of the registered office of the company
on incorporation is as stated belowWATLING HOUSE,
35-37, CANNON STREET,
LONDON.
EC4M 5SDIf 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

JORDAN & SONS LIMITED,
47, BRUNSWICK PLACE,
LONDON. N1 6EE

Number of continuation sheets attached (see note 1)

Presenter's name, address and
reference (if any):For official use
General section

Post room

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JORDAN HOUSE.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL 01 253 3030 TELEX 261010Printed and supplied by
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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

DIRECTORS

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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) LEON NEAL	Business occupation
	ACCOUNTANT
Previous name(s) (note 3) NONE	Nationality
Address (note 4) 34, HILL CREST, TUNBRIDGE WELLS, KENT.	BRITISH
	Date of birth (where applicable) (note 6)
Other directorships † PRESENT: NEAL & OSTROM LTD; PRESENTATION OF NEW ARTISTS SOCIETY LTD.	
PAST: QUEST MUSIC CO. LTD; PROGRESSIVE DISTRIBUTION LTD; CENTURY 21 PUBLISHING LTD; SINCLAIR DISTRIBUTION LTD.	
I hereby consent to act as director of the company named on page 1	
Signature <i>Leon Neal</i>	Date 21 JUN 1984

Name (note 3) BERND RATZKE	Business occupation
	SOLICITOR
Previous name(s) (note 3) NONE	Nationality
Address (note 4) 12, REGENCY DRIVE, WEST BYFLEET, WEYBRIDGE, SURREY.	GERMAN
	Date of birth (where applicable) (note 6)
Other directorships † PRESENT: TELETRADE LTD; IQA LTD; PHONEHOME (LONDON) LTD.	
PAST: LYCAB MARINE LTD.	
I hereby consent to act as director of the company named on page 1	
Signature <i>B. Ratzke</i>	Date 21 JUN 1984

SECRETARY

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.

Name (notes 3 & 7) MAVIS JUNE LATTER
Previous name(s) (note 3) NONE
Address (notes 4 & 7) 47, BRUNSWICK PLACE, LONDON, N1 6EE
I hereby consent to act as secretary of the company named on page 1
Signature <i>M. Latter</i>
Date 21/6/84

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

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

† delete as appropriate

Signature <i>[Signature]</i>	[Subscriber] [Agent] † Date 21/6/84
------------------------------	--

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1832409

I hereby certify that

PRECIS (300) 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

13TH JULY 1984

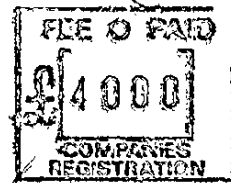
M Saunders

M SAUNDERS (MRS)

an authorised officer

Company number 1832409 ✓

24.8.84



Companies Acts 1948 to 1983

Company limited by Shares

SPECIAL RESOLUTION ✓

of

PRECIS (300) LIMITED ✓

Written resolution of all the members of the Company pursuant to Article 7 of the Company's Articles of Association

That the name of the Company be changed to:

SECURIGUARD TECHNICAL SERVICES LIMITED ✓

B. Ratze
..... 30th August 1984
B. RATZKE

Leon Neal
..... 30th August 1984
L. NEAL



leouths

042777

£40.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1832409

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I hereby certify that

PRECIS (300) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

**SECURIGUARD TECHNICAL SERVICES
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 5TH SEPTEMBER 1984

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

P. C. COATES

an authorised officer

Company Number 1832409 ✓/9

19.9.84

Companies Acts 1948 to 1983

Company Limited by Shares



SPECIAL RESOLUTION

OF

SECURIGUARD TECHNICAL SERVICES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 35/37 Cannon Street, London EC4M 5SD on 11th August 1984 the following resolution was passed as a Special Resolution

That the name of the Company be changed to:-

SECURIGUARD TECHNICAL SYSTEMS LIMITED


.....
(CHAIRMAN)



Cutts L40
043010

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1832409 / 10

I hereby certify that

**SECURIGUARD TECHNICAL SERVICES
LIMITED**

having by special resolution changed its name, is now
incorporated under the name of

**SECURIGUARD TECHNICAL SYSTEMS
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the

24TH SEPTEMBER 1984

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

D. C. H. BUSHER

an authorised officer

Number of Company: 1832409

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHAPES

SPECIAL RESOLUTION

SECURIGUARD TECHNICAL SYSTEMS LIMITED

At an Extraordinary General Meeting of the Company held at
Watling House 35/37 Cannon St London EC4M 5SD
on 1st February 1985 the following resolution was duly
passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT Clause 3 of the Memorandum of Association of the Company be amended by deleting sub-clauses (A), (B) and (C) and inserting the following sub-clause (A) and re-numbering the existing sub-clauses accordingly:-

- (A) To carry on business as manufacturers of, dealers in, installation and maintenance engineers of close circuit surveillance, access control, vandal fire and intruder protection equipment and all other security equipment and devices of every description and providers of security services of every description.

CHAIRMAN



1832409
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THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SECURIGUARD TECHNICAL SYSTEMS LIMITED

(As amended by Special Resolution passed 11th August 1984)

1. The name of the Company is "PRECIS (300) 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 manufacturers of, dealers in, installations and maintenance engineers of close circuit surveillance, access control, vandal fire and intruder protection equipment and all other security equipment and devices of every description and providers of security services of every description.
 - (B) To acquire by any means any real or personal property or rights whatsoever.
 - (C) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (D) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (E) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting

*(The name of the Company was changed to Securiguard Technical Systems Limited by Special Resolution passed 11th August 1984)

competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.

- (F) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (G) To lend money or give credit to such persons on such terms as may seem expedient.
- (H) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (I) To guarantee the performance of any obligation by any person whatsoever.
- (J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (K) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state, municipality, or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any action, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (L) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (M) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure

the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (N) To procure the Company to be registered or recognised in any part of the world.
- (O) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (P) To dispose by any means of the whole or any part of the assets of the Company.
- (Q) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (R) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly in nowise be

limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into one hundred shares of £1 each.

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
---	--

Leon Neal,
34 Hill Crest,
Tunbridge Wells,
Kent.

One

Accountant

Bernd Ratzke
12 Regency Drive,
West Byfleet,
Weybridge,
Surrey,
KT14 6EN

One

Solicitor

Dated the 21st day of June 1984

Witness to the above Signatures:- Zena Robinson,
19 Perpins Road,
Eltham,
SE9 2LF

Secretary

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Securiguard Technical Systems Limited*

1. The regulations set out in Part I of Table A in the First Schedule to the Companies Act 1948 as amended (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these articles.

2. Regulations 24, 75, 77, 89 to 97 (inclusive) and 106 of Table A shall not apply to the Company.

3. The Company is a private company.

4. Subject to the provisions of the Companies Acts 1948 to 1981:-

(a) the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, who may allot, grant options over or otherwise dispose of the same to such persons and on such terms as they think fit;

(b) shares may be issued on the terms that they are, or are to be liable, to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may before the issue of the shares by special resolution determine;

(c) the Company may purchase in any manner the Board considers appropriate any of its own shares (including any redeemable shares).

5. Subject to the provisions of these articles the Company may allot any equity securities (as defined in section 17 of the Companies Act 1980) as if that section did not apply to the allotment, and references in this article to the allotment of equity, securities include references to the grant of a right to subscribe for or to convert any securities into relevant shares (as so defined) in the Company.

6. The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not fully paid.

7. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an ordinary resolution duly passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

*As amended by Special Resolution passed 11th August 1985.

8. Unless and until otherwise determined by the Company in general meeting the directors shall not be less than two in number,

9. A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The directors shall have power at any time, and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.

11. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors, and without prejudice to the provisions of the Act may at any time remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.

12. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

13. The proviso to regulation 79 of Table A shall not apply to the Company.

14. Each director shall have the power from time to time to appoint, with the approval of the board of directors, any person to act as an alternate director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company. An alternate director shall be an officer of the Company and shall alone be responsible for his own acts and defaults; he shall not be deemed to be an agent of the director appointing him, and the director so appointing shall not be responsible for the acts and defaults of an alternate director so appointed. An alternate director shall ipso facto vacate office if and when the director so nominating him vacates office as a director or removes the nominee from office. Every such nomination and removal under this article shall be effected in writing under the hand of the director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate director and the director appointing him.

15. A director and an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

16. A director (including an alternate director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

17. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" at the end of regulation 86 in Table A shall not apply to the Company.

18. A resolution in writing signed by all the directors (other than a director for the time being absent from the United Kingdom and not represented by an alternate director) shall be as effective for all purposes as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors, but so that the expression "director" in this article shall not include an alternate director unless he has been appointed by a director who is for the time being absent from the United Kingdom.

19. In regulation 136 in Table A there shall be added immediately after the words "any application under section 448 of the Act" the words "or under section 36 of the Companies Act 1980".



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

1213

1832409

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

Name of company

* **SECURIGUARD TECHNICAL SYSTEMS LIMITED**

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 1 1 0

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 0 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~holding company~~]† of **SECURIGUARD GROUP PLC**

_____, company number **1673275**

the accounting reference date of which is **31 OCTOBER**

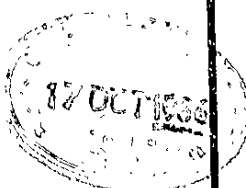
Signed

[Director][Secretary]† Date **15 OCTOBER 1986**

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

For official Use
General Section

Post room



dti

1832409

CLASSI DATE
31 AUG 1991
CRO

DEPARTMENT OF TRADE AND INDUSTRY

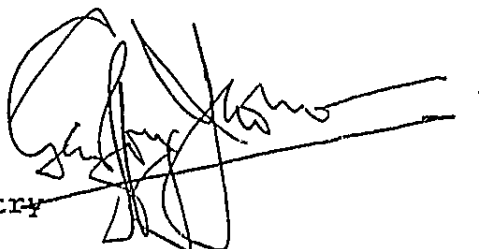
SECTION 244(5) OF THE COMPANIES ACT 1985,
AS INSERTED BY SECTION 11 OF THE COMPANIES ACT 1989

The Secretary of State in exercise of his powers under Section 244(5) of the Companies Act 1985 as inserted by Section 11 of the Companies Act 1989 extends by one month the period allowed for laying and delivering accounts of the companies listed below in relation to the Accounting reference period ending 31 October 1990. It follows that the date on which the said period will now expire is 30 September 1991.

1493483 City Despatch Limited
2235073 Citimail Limited
2477095 Capital Parcels Limited
1434984 Mediguard Services Limited
2313954 He Man Contracts Limited
1461061 Servicelink Holdings (UK) Limited
1309288 Servicelink (UK) Limited
2269332 238 City Road Limited
1512028 Servicelink Courier Services Limited
2318163 Jet Mail Limited
1450955 Consolidated Safeguards Limited
1832409 Securiguard Technical Systems Limited
1505210 Securiguard Services (London) Limited

Dated 31 AUG 1991

On behalf of the
Secretary of State
for Trade and Industry





BDO Binder Hamlyn
Chartered Accountants

1832409
20 Old Bailey London EC4M7BH
Telephone 071-489 9000
Telex 8812282 DX 166
Facsimile 071-489 6060

Direct telephone: 071-489 6117
Direct facsimile: 071-489 6288

The Board of Directors
Securiguard Group plc
Shakespeare House
168 Lavender Hill
London
SW11 5TG

22 September 1993

Our ref: ASD/JMC/sw

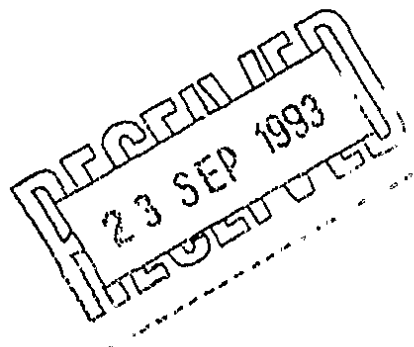
Dear Sirs

This letter is formal notice of our resignation as auditors of Securiguard Group plc and all its subsidiary companies with effect from today's date.

There are no circumstances connected with our resignations which we consider should be brought to the attention of the members or creditors of the companies.

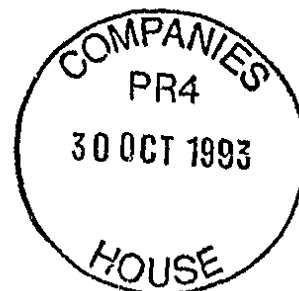
Yours faithfully

BDO Binder Hamlyn



RE: SECURIGUARD TECHNICAL SYSTEMS LIMITED

Registration NO: 1832409.



A list of partners names is open to inspection at the above address
Authorised by the Institute of Chartered Accountants in England and Wales to carry on Investment business

No. of Company: 1832409

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

SECURIGUARD TECHNICAL SYSTEMS LIMITED
(passed on 8th October 1993)

The following resolutions numbered 1 to 3 inclusive were duly passed as Elective Resolutions of the Company on 8th October 1993:-

ELECTIVE RESOLUTION

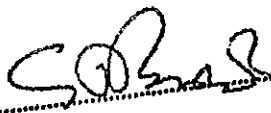
1. **THAT** pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.

ELECTIVE RESOLUTION

- (2) **THAT** pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current year and all subsequent financial years.

ELECTIVE RESOLUTION

- (3) **THAT** pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.


G.T. BROWN
Secretary of the Company



G*** COMPANIES FORM No. 225(2)****225(2)****Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order**

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 7)

Company number

1852409

Name of company

* insert full name of company

* SECURIGUARD TECHNICAL SYSTEMS LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 6 overleaf before completing this form.

† delete as appropriate

2. gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 3

If neither of these statements can be completed, the notice cannot be given.

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of

SECURIGUARD SERVICES LIMITED

, company number 1013210

the accounting reference date of which is 31/12

5. If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

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

6. Signed

Designation†

Secretary

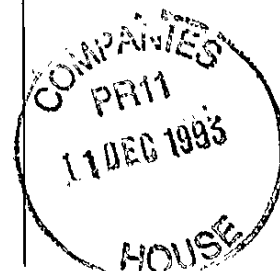
Date

21/10/93

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

For official use D.E.B.

Post room



COMPANY NO. 1832409

THE COMPANIES ACT 1985, PART VII
SPECIAL RESOLUTION OF
SECURIGUARD TECHNICAL SYSTEMS LIMITED

AT AN EXTRAORDINARY MEETING OF THE ABOVE NAMED COMPANY, HELD ON
THE 5TH DAY OF NOVEMBER 1993 THE FOLLOWING SPECIAL RESOLUTION WAS
DULY PASSED:-

The accounts of the company for the financial period ending 1st
November 1992 having been laid before the company at the meeting,
and the company, having qualified as small in that year and
having been dormant since the end of it, resolves to make itself
exempt from the provisions of Part VII of the Companies Act 1985
relating to the audit of accounts.

SIGNED.....
Secretary

DATE 5th November 1993

