

412

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

Company number

1 - 1 - 1 - 1 - 1
 1 - 1 - 1 - 1 - 1
 1 - 1 - 1 - 1 - 1

1932887

Name of Company

JAPANESE

Limited*

1. Ashok Kumar
of 68 Abercorn Crescent,
Harrow, Middlesex.

do solemnly and sincerely declare that I amt a person named as Secretary in the
Section 21 of the Companies Act 1976.

do solemnly and sincerely declare that I am
Statement delivered under Section 21 of the Companies Act 1976.
of JAPOAK 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 41 Rosebery Avenue
Harrow, Middlesex

the 18th day of JULY

One thousand nine hundred and 85

before me.

before me. Mythwe
 Attest my hand and the seal of the
 State of New York, this 1st day of June, 1964.
 Notary Public for the State of New York
 Commissioner for Oaths

Signature of Declarant

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

ELK Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex.
01-843 9911
(3 lines)

For official use
New companies section

Post room



1 P. F. Nd. ✓ ✓
1932887 13
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Japoak Limited



A. The company's name is Japoak Limited

B. The company's registered office is to be situated in England.

C. The company's objects are:-

1(a) To carry on all or any of the businesses of haulage and transport contractors, shipping and forwarding agents and general freight agents, cartage contractors, charterers, general carriers and transporters by land, sea and air of passengers, livestock, material, goods, wares, produce and merchandise of every description, coach and travel agents, garage and petrol filling station proprietors, government contractors, manufacturers, proprietors, storers, repairers, and agents for the sale, purchase, exchange or hire of, and dealers in motor cars, coaches, omnibuses, vans, lorries, wagons, trailers, vehicles, boats, aircraft, vessels and craft of every description, warehousemen, hire contractors, towage contractors, tug, barge and ship owners, lightermen, stevedores, wharfingers, mechanical, electrical and general engineers, road house, cafe and restaurant proprietors, refreshment caterers and contractors,

(b) To act as manager and agent for and to employ the services of musicians script writers film directors play producers artistes entertainers authors poets playwrights composers song writers music teachers and other professional persons; to establish maintain and carry on an agency for and in respect of all or any of such persons and to negotiate purchase sell let on hire and sub-let their works acts and productions to publishers broadcasting organisations theatre concert hall and music hall proprietors and managers film and television organisations and companies and other entertainment proprietors and managers and to conduct and carry on in all their respective branches the businesses of theatrical and entertainment agents film directors script writers

BAR £350

200304 7

EK per



directors publishers producers and distributors of and dealers in film stage radio and television plays records entertainments and vaudevilles pantomimes and other performances scripts recordings entertainments and amusements of all kinds advertisement exhibition and publicity experts agents and contractors photographers artists designers press agents newsagents journalists and literary dramatic and music critics proprietors lessees licensees tenants and managers rehearsal and recording studios of cinemas assembly rooms golf courses fun fairs side shows circuses and other buildings.

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person firm or company, or for subsidising or otherwise assisting any such person, firm, or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be

agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debenture Stock, or Securities so received.

7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

9. To lend money or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, 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, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. 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.

12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any

person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

15. To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

17. To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

21. To distribute among the Members of the Company in kind any

property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks, or other Securities of this Company.

23. To procure the Company to be registered or recognised in any part of the world.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

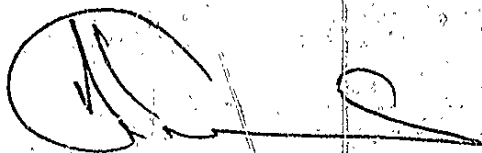
D. The liability of the Members is limited.

E. The company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS


Number of shares taken
by each subscriber



ASHOK KUMAR
68 Abercorn Crescent
Harrow, Middlesex

One

Chartered Secretary



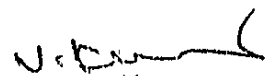
KAMLESH KUMAR
68 Abercorn Crescent
Harrow, Middlesex

One

Company Director

Dated : 1st July 1985

WITNESS to the above Signatures:



Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

THE COMPANIES ACT 1985

1932887/4

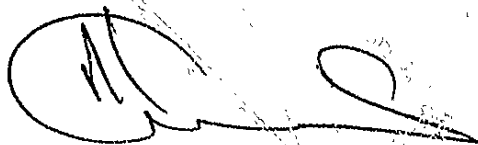
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Japoak Limited

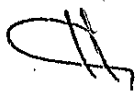
1. Subject as hereinafter provided the Regulations contained or incorporated in Table A shall apply to the Company.
2. Regulation 64 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, constitute the regulations of the Company.
3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

NAMES AND ADDRESSES OF SUBSCRIBERS



ASHOK KUMAR
68 Abercorn Crescent
Harrow Middlesex

Chartered Secretary

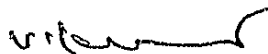


KAMLESH KUMAR
68 Abercorn Crescent
Harrow Middlesex

Company Director

Dated : 1st July 1985

WITNESS to the above Signatures:



Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Japok Limited

INCORPORATED ON

COMPANY NUMBER :

AUTHORISED SHARE CAPITAL

£100 DIVIDED INTO 100 ORDINARY SHARES

OF £1 EACH

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 margin



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

To the Registrar of Companies

For official use

1932887/5

Name of Company

JAPDAK

Limited*

* delete if
inappropriate

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

68 Abercorn Crescent,
Harrow, Middlesex

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

ELK Registrars Limited
68 Abercorn Crescent, Harrow, Middlesex

Number of continuation sheets attached (see note 1)

None

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

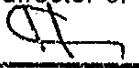
ELK Registrars Limited
68 Abercorn Crescent,
Harrow, Middlesex.

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 (note 2) are as follows:

| | |
|---|--|
| Name (note 3) <u>Kamlesh Kumari Kumar</u> | Business occupation <u>Company Director</u> |
| Previous name(s) (note 3) | Nationality |
| Address (note 4) <u>68 Abercorn Crescent</u> | <u>Indian</u> |
| <u>Harrow, Middlesex</u> | Date of birth (where applicable) (note 6) |
| Other directorships † <u>None</u> | |
| I hereby consent to act as director of the company named on page 1 | |
| Signature  | Date <u>1/7/1985</u> |


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.

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 3 & 7) <u>Ashok Kumar</u> |
| Previous name(s) (note 3) |
| Address (notes 4 & 7) <u>68 Abercorn Crescent</u> |
| <u>Harrow Middlesex</u> |
| I hereby consent to act as secretary of the company named on page 1 |
| Signature  |
| Date <u>1/7/1985</u> |

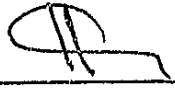
Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

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

Signature  [Subscriber] [Agent]† Date 1/7/1985

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

† delete as appropriate

Signature  [Subscriber] [Agent]† Date 1/7/1985

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1932887

I hereby certify that

JAPOAK LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

23RD JULY 1985

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

P. C. COATES

an authorised officer

Number of Company: 1932887/6.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to 5.9 of the Companies Act 1985)

OF Japoak Limited

PASSED ON 16th October 1985

At a EXTRAORDINARY GENERAL MEETING of the
above named Company, duly convened and held
at 68 Abercorn Crescent, Harrow, Middlesex
on 16th October 1985
the subjoined Special Resolution was duly passed:

RESOLUTION

THAT the existing Memorandum and Articles of Association
of the Company be and is hereby replaced by the attached
Memorandum and Articles of Association.



This is the Registrar's copy



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Japsoak Limited

INCORPORATED ON 23rd July 1985

COMPANY NUMBER : 1932887

AUTHORISED SHARE CAPITAL

£100 DIVIDED INTO 100 ORDINARY SHARES
OF £1 EACH

The Phillips Accounting Organisation
Limited

4 Priory Road
Kenilworth
Warwickshire



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Japoak Limited

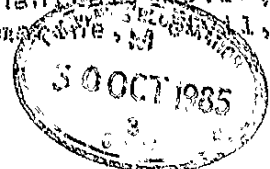
A. The company's name is Japoak Limited

B. The company's registered office is to be situated in England.

C. The company's objects are:-

1(a) To carry on all or any part of the business or businesses as engineers, designers and draughtsmen in all its branches, acting as specialists, consultants and advisers in all of them with particular emphasis on mechanical, electrical, civil architectural, piping, landscape, general industrial and domestic projects, contractors, hirers, developers, manufacturers, suppliers, repairers, constructors and transporters to the petro-chemical, chemical, pharmaceutical, agricultural, water treatment, aircraft, entertainment, ship building, transport, general trading and all fields of light and heavy engineering industries together with special emphasis on design and development drawings including tracing, copying, art work of otherwise, and to offer a special service thereof and of standard pre-prepared plans and illustrations for industrial, commercial or domestic structures or buildings or any part of them, and as manufacturers and suppliers of individual models for demonstration or display purposes or to illustrate design schemes either for those designed by the Company or by clients or otherwise.

(b) To carry on business as designers, consultants, developers, constructors, manufacturers and dealers in engineering apparatus, equipment, tools, plant and machinery, electronic and mechanical devices, equipment and apparatus of every description and to carry out and undertake research into, and to import, export, let on hire or rental any of these items and to carry on business as light and heavy engineers, mechanical, electrical oil fuel, constructional, marine, motor,



sanitary and consulting engineers, ironmongers, ironmasters, iron-founders, ironworkers, steel-makers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally, colliery proprietors, ore importers and workers, sand-blast workers, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, heating ventilating experts, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractor.

(c) To carry on all or any of the businesses of electrical and electronic engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electrical and electronic goods, appliances, accessories and supplies of every description, radio, television, telephone, computer, heating, lighting, mechanical and general engineers, inventors, constructors, installers and maintainers of audio visual and stereo units and systems, lighting, and radio, sound recording, television, power, telecommunication and telephone reception and transmission records, cassettes, cartridges, tapes, sound recording equipment and apparatus, tape recorders, hi-fi and stereo equipment, cine and other cameras, radio and television sets, videos musical instruments and accessories, proprietors of recording, film and photographic studios, printers, producers and dealers in films, photographs, record covers and sleeves, music, books, magazines and works.

(d) To provide technical and engineering services for the installation, service and repair of photographic printing and processing machinery and ancillary equipment, to import, buy and distribute photographic equipment and to carry on business as trade and retail printers, lithographers, engravers, artists, photographic printers, stereotypers, electrotypers, die sinkers, thermographic printers, typesetters, relief stampers, book-binders, photographers, designers and draughtsmen, newspapers, magazine, periodical and journal publishers and proprietors, press agents newagents, journalists, literary, dramatic and music critics, book and print sellers, papermakers, plate makers, colour separators, developers, and printers of films, photocopiers, duplicators, advertising agents and contractors, and as printers and publishers generally.

(e) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, designers, factors and shippers of produce, products, commodities, consumer goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of

such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kind.

(As altered by Special Resolution passed on 16th October 1985)

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person firm or company, or for subsidising or otherwise assisting any such person, firm, or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be

agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debenture Stock, or Securities so received.

7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

9. To lend money or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, 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, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. 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.

12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any

person, firm, company, and to undertake and perform sub-
contracts, and also to act in any of the businesses of the
Company through or by means of agents, brokers, sub-
contractors, or others.

15. To subscribe for, purchase, or otherwise acquire and hold
Shares or other interests in or Securities of any other company
having objects altogether or in part similar to those of this
Company or carrying on any business capable of being carried on
so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering
services to this Company, either by cash payment or by the
allotment to him or them of Shares or Securities of the Company
credited as paid up in full or in part or otherwise as may be
thought expedient.

17. To support and subscribe to any charitable or public
objects, and any institution, society, or club which may be for
the benefit of the Company or its employees, or may be
connected to give or award pensions, annuities, gratuities, and
superannuation or other allowances or benefits or charitable
aid to any persons who are or have been Directors of, or who
are or have been employed by, or who are serving or have served
the Company, and to the wives, widows, children, and other
relatives and dependants of such persons; to make payments
towards insurance; and to set up, establish, support, and
maintain superannuation and other funds or schemes for the
benefit of any of such persons and of their wives, widows,
children, and other relatives and dependants.

18. To enter into partnership or into any arrangement for
sharing profits or to amalgamate with any person, firm or
company carrying on or proposing to carry on any businesses
which the Company is authorised to carry on or any business or
transaction capable of being conducted so as directly or
indirectly to benefit the Company.

19. To promote any other company for the purpose of acquiring
the whole or any part of the businesses or property and
undertaking any of the liabilities of this Company, or of
undertaking any business or operations which may appear likely
to assist or benefit this Company or to enhance the value of
any property or business of this Company, and to place or
guarantee the placing, underwrite, subscribe for, or otherwise
acquire all or any part of the shares or securities of any such
company as aforesaid.

20. To sell or otherwise dispose of the whole or any part of
the business or property of the Company, either together or in
portions for such consideration as the Company may think fit,
and in particular for shares, debentures, or securities of any
company purchasing the same.

21. To distribute among the Members of the Company in kind any

property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks, or other Securities of this Company.

23. To procure the Company to be registered or recognised in any part of the world.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

D. The liability of the Members is limited.

E. The company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of shares taken
by each subscriber

ASHOK KUMAR
68 Abercorn Crescent
Harrow, Middlesex
Chartered Secretary

One

KAMLESH KUMAR
68 Abercorn Crescent
Harrow, Middlesex
Company Director

One

Dated : 1st July 1985

WITNESS to the above Signatures:

Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Japoak Limited

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A shall apply to the Company.
2. Regulation 64 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, constitute the regulations of the Company.
3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

NAMES AND ADDRESSES OF SUBSCRIBERS

ASHOK KUMAR
68 Abercorn Crescent
Harrow Middlesex

Chartered Secretary

KAMLESH KUMAR
68 Abercorn Crescent
Harrow Middlesex

Company Director

Dated : 1st July 1985

WITNESS to the above Signatures:

Vijay Kumar
68 Abercorn Crescent
Harrow Middlesex

G

COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

1117

1932887

Name of company

* HARROGATE LIMITED

gives notice that the 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:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

Day Month

3 1 1 0

† Delete as
appropriate

Signed

D. M. Pinnips

[Director] [Secretary] † Date 16/11/85

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

*D. M. Pinnips
Accountancy House,
4, Priory Road,*

For official Use
General Section

Post room





SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACTS 1948 - 1981

SPECIAL RESOLUTION (pursuant to Section 141(2) of the Companies Act 1948)

COMPANY NUMBER 1932887 / 5

COMPANY NAME JAPOAK LIMITED

At an ~~Extraordinary General/Annual General/General~~ ^{GENERAL} Meeting of the members of the
above named Company, duly convened and held at :

..... The Registered Office, Accountancy House, 4, Priory Road, Kenilworth

on the 4th day of November 1985

The following Special Resolution was duly passed :

That the name of the Company be changed to :

NEW NAME ^{✓ OK} EXCESS SALES LIMITED

SIGNATURE :

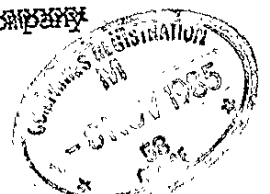
David M. Kelly

~~Chairman/Director/Secretary or officer of the company~~

NOTES : * Please delete as appropriate

NB The copy Resolution must be filed with the Registrar or Companies within
15 days after the passing of the Resolution.

mid
072648
£40



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1932887

19

I hereby certify that

JAPOAK LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 29TH NOVEMBER 1985

E. J. Jones

MRS. E. J. JONES

an authorised officer



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

22

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

To the Registrar of Companies

For official use

Company number

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

1932887

Name of company

* EXCESS SALES 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 5 overleaf before completing this form

Day Month

3 1 0 1

† 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 0 1 1 9 8 7

See note 4c and complete as appropriate

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 _____
_____, company number _____
the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 1/1/87

Presentor's name address and
DAVID M. PHILLIPS FCMA

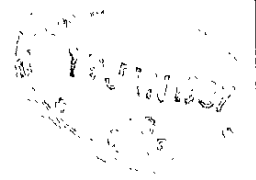
THE PHILLIPS ACCOUNTING ORGANISATION LTD.

ACCOUNTANCY HOUSE

4 PRIORY ROAD, KENILWORTH CV8 1LL

For official Use
General Section

Post room



COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
EXCESS SALES LIMITED
68 ABERCORN CRESCENT
HARROW
MIDDLESEX
HA2 0PU

DEF6/ 01932987

Date: 16 APRIL 1991

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

EXCESS SALES LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380042

1120

FILE COPY



Companies House is an executive agency within the Department of Trade and Industry

11D602

DISSOLVED

01932887

EXCESS SALES LIMITED

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 30 JULY 1991
and dissolved by notice in the London Gazette dated 6 AUGUST 1991



E L BEAL (Mrs)
for Registrar

| | |
|------------|----------|
| DEF 1 SENT | 22/10/90 |
| DEF 2 SENT | 12/12/90 |
| DEF 3 SENT | 16/01/91 |
| FIRST GA7 | 16/04/91 |

1444

HC001

CR49/0912/91

1932887

IN THE WARWICK COUNTY COURT

Case No. 9103615

IN THE MATTER OF EXCESS SALES LIMITED

and

IN THE MATTER OF THE COMPANIES ACT 1985



BY CONSENT

UPON THE APPLICATION of the above-named Excess Sales Limited (hereinafter called "the Company") and of Nigel Syner, a member of the Company on the 19th September 1991 preferred unto this Court

AND UPON HEARING the Solicitor for the Applicants and the solicitor for the Registrar of Companies (the Respondent)

AND UPON READING the said Application and Affidavit of Nigel Syner filed on the 18th September 1991 and the Affidavit of Edward Creedy filed the 21st October 1991 and the exhibits in the said affidavits or some of them respectively referred to

AND THERE BEING no opposition on behalf of Her Majesty to the relief sought by the said Application

THIS COURT DOTH ORDER that the name of the above-named Excess Sales Limited be restored to the Register of Companies

AND IT IS ORDERED that an office copy of this Order to be delivered to the Registrar of Companies AND PURSUANT to the above-mentioned Act the said Excess Sales Limited is thereupon deemed to have continued its existence as if its name had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise notice of this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Applicants, the said Excess Sales Limited and Nigel Syner do jointly and severally pay to the Registrar of Companies one half of the costs of the said application such costs to be taxed on the standard basis and on Scale 2 if not agreed.

DATED this 21st day of October 1991.

His Honour Judge Dillon

1932887

CR49/0912/91.

IN THE WARWICK COUNTY COURT

Case No. 9103615

IN THE MATTER OF EXCESS SALIS LIMITED

and

IN THE MATTER OF THE COMPANIES ACT 1985

ORDER

RESTORED TO THE REGISTER

Order delivered for
registration.....14 DECEMBER 1991

Notice published in
the London Gazette of.....20 DECEMBER 1991

ADAM
Restoration Section
Rm 201
Ext 2057.



Lloyd Wilson
10 The Quadrant
Coventry CV1 2EL

Solicitors for the Applicants

Ref: EC

SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACTS 1948 - 1981



SPECIAL RESOLUTION (pursuant to Section 141 (2) of the Companies Act 1948)

COMPANY NUMBER 1932887

COMPANY NAME EXCESS SALES LIMITED

At an ~~Extraordinary General~~/~~Annual General~~/General *Meeting of the members of the above named Company, duly convened and held at :

..... The registered Office of the Company

on the 1st day of April 1992

The following Special Resolution was duly passed :

That the name of the Company be changed to :

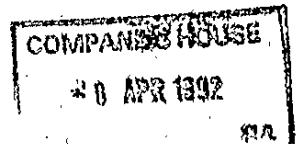
NEW NAME MONARCH BEARINGS INTERNATIONAL LIMITED

SIGNATURE : 

Chairman, Director, Secretary or Officer of the Company

NOTES : * Please delete as appropriate

NB The copy Resolution must be filed with the Registrar or Companies within 15 days after the passing of the Resolution.





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1932887

I hereby certify that

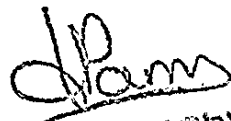
EXCESS SALES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MONARCH BEARINGS INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 10 APRIL 1992


MRS. L. PARRY

an authorised officer

G

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 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

1932887

Name of company

* MONARCH BEARINGS INTERNATIONAL 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

Day Month

3 1 0 3

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

Day Month Year

3 1 0 3 1 9 9 3

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

† delete as appropriate

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 _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force

Signed *D. Phillips* Designation: *Secretary* Date *24/8/92*

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

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

DAVID M. PHILLIPS FCMA

THE PHILLIPS ACCOUNTING ORGANISATION LTD

ACCOUNTANCY HOUSE

4 PRIORY ROAD, KENILWORTH CV8 1LL

For official Use

General Section

Post room