



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

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

2009997

Name of company

*

FRIARLINK LIMITED

ROBERT ALSTON WHITAKER

I, 5 Four Oaks Common Road, Sutton Coldfield, West Midlands

of

* insert full
name of Company† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Birmingham

Declarant to sign below

the 20th day of January

One thousand nine hundred and Eighty-six

before me

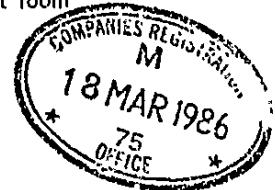
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

MIDLAND COMPANY FORMATIONS LIMITED
5, FOUR OAKS COMMON ROAD,
SUTTON COLDFIELD,
WEST MIDLANDS B74 4NL 021-308 - 7335

For official Use
New Companies Section

Post room

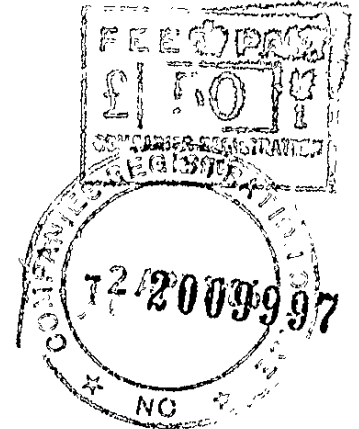


COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FRIARLINK LIMITED



1. The name of the Company is "Friarlink Limited".
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-

(a) To carry on all or any part of the business or businesses as general traders, marketing specialists, manufacturers, manufacturers' agents, representatives, merchants, importers and exporters, factors or otherwise with particular emphasis on trading between all of Great Britain, Europe and the rest of the world; as buyers, sellers and dealers in merchandise of every description and to deal generally with goods, finished products and raw materials of every kind; as shipping forwarding agents, carriers, wharfingers, warehousemen, storage contractors, haulage contractors, hirers, charterers and contractors for the use of ships or otherwise, all as the Company sees fit;

(b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise and to assemble, process, buy, sell, exchange, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere;

(c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable;

(d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any structure or structures or buildings and adapt the same for the Company's business;

(e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any M



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liabilities or obligations relating to the property or business so purchased or acquired;

(f) To apply for, purchase or otherwise acquire any patents, licences, rights or concessions which may be capable of being dealt with by the Company or deemed to benefit the Company and to sell, licence, lease or grant rights thereto or to otherwise deal with them;

(g) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of or interest in or guarantees by any other company;

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient;

(i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company;

(j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them;

(k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off;

(l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind;

(m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in or obligations of any other company or corporation;

(n) To remunerate any person, firm or company for services rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the Company or the conduct of its business;

(o) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission;

(p) To promote and aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company;

..

(q). To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in establishing and supporting funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants;

(r) To distribute any property of the Company in specie or in kind among the members of the Company.

(s) To do all such things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

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

4. The liability of the Members is limited.

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

FIRST DIRECTORS

6. The first Directors of the Company shall be Robert Alston Whitaker and Anne Michelle Whitaker.

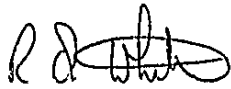
FIRST SECRETARY

7. The first Secretary of the Company shall be Anne Michelle Whitaker.

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

NAMES, ADDRESSES & DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER



ONE

Robert Alston Whitaker,
5 Four Oaks Common Road,
Sutton Coldfield,
West Midlands.

One

Executive.



Anne Michelle Whitaker,
5 Four Oaks Common Road,
Sutton Coldfield,
West Midlands.

One

One

Executive.

Dated 20th January 1986

WITNESS to the above signatures:-



Nicholas Charles Devereux,
87 Hundred Acre Road,
Streetly,
Sutton Coldfield,
West Midlands.

Company Director.

The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION

2009997

of

FRIARLINK LIMITED

PRELIMINARY

1.(a) The regulations and definitions contained or incorporated in Table A in the Schedule to The Companies (Tables A. to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 1985) ("Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company and with the following Articles shall constitute the Articles of the Company;

(b) In regulation 1 of Table A the words "and in articles of association adopting the same" shall be inserted on both occasions after the word "regulations";

(c) The Company is a private company to which section 81 of the Act applies and accordingly the following are prohibited:

(i) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and

(ii) any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

2. After the initial allotment any further shares for the time being unissued and any new shares from time to time created shall first be offered to the members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice in writing specifying the number of shares offered, the price, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be re-offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such re-offer shall be made at the same price in the same manner and limited by a like period as the original offer and shall be repeated on one or more occasions until such time as all the shares have been accepted or until the members shall have declined to accept any more of them. Any shares not accepted pursuant to such offer or re-offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by such resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit,

provided that; in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members. Subject to the provisions of this Article the directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with section 91 of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

3. Subject to the provisions of the Act shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company before the issue of the shares may by ordinary resolution determine. Regulation 3 of Table A shall not apply.

LIEN

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

5. No share shall be issued or transferred to any bankrupt or person of unsound mind.

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

GENERAL MEETINGS

7. (a) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 of Table A shall be modified accordingly.

(b) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of and the fixing of the remuneration of the auditors.

8. (a) No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

(b) If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the

same day in the next week at the same time and place or to such other day and such other time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned meeting shall be dissolved.

(c) Regulations 40 and 41 of Table A shall not apply.

9. Any member present in person or by proxy or (being a corporation) present by a duly authorised representative and entitled to vote may demand a poll and regulation 46 of Table A shall be modified accordingly.

10. Any instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarily or in some other way approved by the directors may be deposited at any time up to thirty minutes before the time for holding the meeting or adjourned meeting or for taking the poll, at which the person named in the instrument proposes to vote and Regulation 62 of Table A shall be modified accordingly.

11. A director or alternate director need not be a member of the Company, but nevertheless shall be entitled to attend and speak at any general meeting and to receive notice of such meeting.

THE DIRECTORS

12. The directors (other than the alternate directors) shall be not less than one nor more than six. A sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally. (Regulation 64 of Table A shall not apply and Regulation 89 of Table A shall be modified accordingly).

13. (a) The directors shall not be required to retire by rotation. Regulations 73 to 75 inclusive and Regulations 78 to 80 inclusive of Table A shall not apply.

(b) No person shall be appointed a director at any general meeting unless either:-

(i) he is recommended by the directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting notice executed by a member entitled to vote at the general meeting has been given to the company of the intention to propose that person together with notice executed by that person of his willingness to be appointed;

(c) The company may subject to paragraph (b) of this Article and Article 12 by ordinary resolution appoint a person who is willing to act to be a director to fill a casual vacancy or as an additional director;

(d) The directors may subject to Article 12 appoint a person who is willing to act to be a director either to fill a casual vacancy or as an additional director;

(e) In addition and without prejudice to the provisions of Section 303 of the Act the company may by extraordinary resolution remove any director.

14. The directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

15. If any director shall be called upon to perform extra services or to make any special excursions or goes or resides abroad for any of the purposes of the Company, the directors may arrange with such director for such special remuneration for such services or excursion either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

16. A director may vote at a meeting of directors or at a committee of directors on any resolution notwithstanding that it in any way concerns a matter in which he has directly or indirectly any interest or duty. If he does so vote his vote shall be counted and (whether or not he votes) he may be counted in ascertaining whether a quorum is present at any meeting at which any such matter shall come before the directors for consideration. Regulations 94 to 98 inclusive of Table A shall not apply.

17. Regulation 81 of Table A shall be modified by deleting the whole of paragraph (c) and substituting the following in its place: "(c) in the opinion of his co-directors he becomes incapable by reason of mental disorder of discharging his duties as a director; or".

NOTICES

18. The provisions of Regulations 111 to 113 inclusive and 115 of Table A shall mutatis mutandis apply also to notices to directors.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court and no director or other officer or auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS



ROBERT ALSTON WHITAKER
5, Four Oaks Common Road,
Sutton Coldfield,
West Midlands.

Executive



ANNE MICHELLE WHITAKER
5, Four Oaks Common Road,
Sutton Coldfield,
West Midlands.

Executive

DATED 20th January 1986.

WITNESS to the above signatures:-



NICHOLAS CHARLES DEVEREUX,
87, Hundred Acre Road,
Streetly,
Sutton Coldfield,
West Midlands.

Company Director

G

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

2009997

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

Name of company

* insert full name
of company

*
FRIARLINK LIMITED

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

5 Four Oaks Common Road	
Sutton Coldfield	
West Midlands	
B74 4NL	Postcode

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

MIDLAND COMPANY FORMATIONS LIMITED	
5, FOUR OAKS COMMON ROAD,	
SUTTON COLDFIELD.	
WEST MIDLANDS B74 4NL 021 220 7335	Postcode

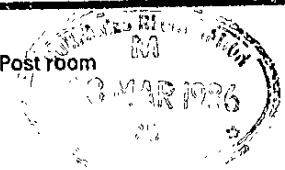
Number of continuation sheets attached (see note 1)

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

MIDLAND COMPANY FORMATIONS LIMITED
5, FOUR OAKS COMMON ROAD,
SUTTON COLDFIELD,
WEST MIDLANDS B74 4NL 021 220 - 7335

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:

Please do not write in this margin

Name (note 3) Robert Alston Whitaker		Business occupation	
		Company Director	
Previous name(s) (note 3)		Nationality	
Address (note 4) 5 Four Oaks Common Road,		British	
Sutton Coldfield, West Midlands		Date of birth (where applicable)	
	Postcode	(note 6) N/A	
Other directorships † Midland Company Formations Limited			
I consent to act as director of the company named on page 1			
Signature		Date 20/1/86	

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

Name (note 3) Anne Michelle Whitaker		Business occupation	
		Company Director	
Previous name(s) (note 3)		Nationality	
Address (note 4) 5 Four Oaks Common Road,		British	
Sutton Coldfield, West Midlands		Date of birth (where applicable)	
	Postcode	(note 6) N/A	
Other directorships † Midland Company Formations Limited			
Britannia Confectionery Limited			
I consent to act as director of the company named on page 1			
Signature		Date 20/1/86	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2009997

I hereby certify that

FRIARLINK 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

14TH APRIL 1986

Ge. J. ...
M. C. ...

an authorised officer

Company no: 2009997

THE COMPANIES ACT 1985

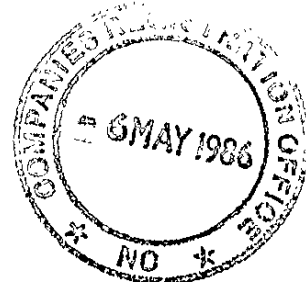
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FRIARLINK LIMITED

(passed this 15th day of April 1986)



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at King Edward House New Street Birmingham B2 4QW on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to C I Group Limited

DATED this 15th day of April 1986


Chairman of Meeting



Burley
£40
017501

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2009997 | 8

I hereby certify that

FRIARLINK LIMITED

having by special resolution changed its name, is now
incorporated under the name of
C I GROUP LIMITED

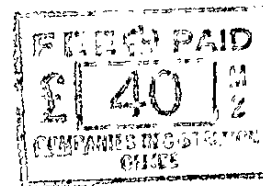
Given under my hand at the Companies Registration Office,
Cardiff the 15TH MAY 1986

A handwritten signature in cursive script, appearing to read 'E. Jones'.

MRS. E. J. JONES

an authorised officer

Company no: 2009997



THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

C I GROUP LIMITED

(passed this *12th* day of *June* 1986)

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company held at King Edward House New Street Birmingham B2 4QW on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

THAT The name of the Company be changed to Cooper Industries Limited

DATED this *12th* day of *June* 1986


Chairman of Meeting



BAR 018835
£80



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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2009997

i hereby certify that

C I GROUP LIMITED

10

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

Given under my hand at the Companies Registration Office,
Cardiff the 7TH JULY 1986

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

G

COMPANIES FORM No. 224

307

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

cool

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

To the Registrar of Companies

For official use

Company number

[1113]

2009997

Name of company

* C I GROUP LIMITED

* Insert full name
of company

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:

Day Month

3 1 0 1

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

† Delete as
appropriate

Signed *Susan Mann*

[Director] [Secretary] † Date 12/11 Jun 1986

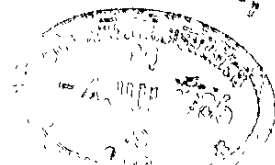
Presenter's name address and
reference (if any):

Rees Edwards Maddox & Co
King Edward House
New Street
Birmingham B2 4QW

SJM **oyez** The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

For official Use
General Section

Post room



Companies G224

1985 Edition
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COMPANY NUMBER 2009997

SPECIAL RESOLUTION
(Pursuant to S378(2) of the Companies Act 1985)

of

COOPER INDUSTRIES LIMITED

Passed 30th November 1989

At the Annual General Meeting of the above named Company, duly convened and held on 30th November, 1989, at Showell Road, Wolverhampton, West Midlands, WV10 9NL, the following special resolution was duly passed:

RESOLUTION

The Company, having satisfied the provisions of Section 252 of the 1985 Companies Act relating to dormant companies, be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act.

.....
(Chairman)