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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

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

To the Registrar of Companies

For official use

For official use

--	--	--	--

2070305

Name of company

* CHAINDELTA LIMITED

* insert full
name of Company

I, MAVIS JUNE LATTER
of 47 BRUNSWICK PLACE
LONDON
N1 6EE

† 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 FLAT 1, CHATSWORTH HOUSE,
65 LONDON ROAD,
TWICKENHAM, MIDDLESEX

Declarant to sign below

the FIRST day of AUGUST
One thousand nine hundred and EIGHTY-SIX
before me [Signature]

M J Latter

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

PRINTED AND SUPPLIED BY

Jordan & Sons

JORDAN & SONS LIMITED
GUTHRIE HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 0030
TELETYPE 20110



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

For official Use
New Companies Section

Post room

22 OCT 1986

A PRIVATE COMPANY
LIMITED BY SHARES

Memorandum of Association of

CHAINDELTA LIMITED



CHAINDELTA LIMITED

1. The Company's name is

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:—

(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and

financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

JORDAN & SONS LTD, 22 OCT 1986

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) 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, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the 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 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, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any

person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures,

tures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

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

(p) 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) 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 or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for 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, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:—

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.

(3) 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. 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 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
1. Michael Richard Counsell, 15, Pembroke Road, Bristol BS99 7DX	— One
2. Christopher Charles Hadler 15, Pembroke Road, Bristol BS99 7DX	— One
Total shares taken	— Two

Dated 3rd. March, 1986

Witness to the above Signatures, Errol Sandiford,
15, Pembroke Road
Bristol BS8 3BA

Articles of Association of

CHAINDELTA LIMITED

PRELIMINARY

1. (a) The Regulations contained 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by

Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, 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 offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further 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 any such Special 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 case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with

which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in 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. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (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 Clause 38 in Table A shall be modified accordingly.

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.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to

the Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, 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, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) 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 qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Com-

pany may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to 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 of any third party.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury

of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every Director or other officer of the Company shall 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 under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

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

Names and Addresses of Subscribers

1. Michael Richard Counsell,
15, Pembroke Road,
Bristol BS99 7DX.

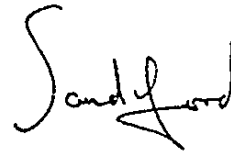


2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol BS99 7DX



Dated 3rd. March, 1986

Witness to the above Signatures Errol Sandiford,
15, Pembroke Road,
Bristol BS8 3BA



G

COMPANIES FORM No. 10

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

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

To the Registrar of Companies

For official use

2070305

Name of company

* CHAINDELTA LIMITED

* Insert full name
of company

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

47 Brunswick Place,

London, N1 6EE

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



JORDAN & SONS LIMITED,

20 Clothier Road,

Bristol BS4 5PS

Postcode

Number of continuation sheets attached (see note 1)

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 0030
TELEX 251610



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

For official Use
General Section

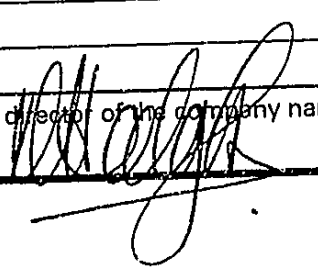
Post room

22 OCT 1986

DIRECTOR

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

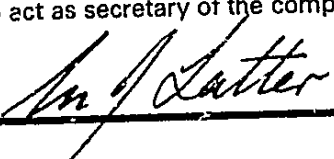
Name (note 3) DAVID STEWART HODGSON		Business occupation MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 47 Brunswick Place, London N1 6EE		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 01.08.86

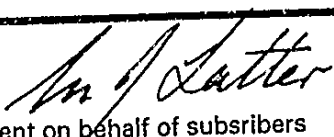
† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

SECRETARY

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:

Please do not write in this margin

Name (notes 3 & 7) MAVIS JUNE LATTER	
Previous name(s) (note 3) NONE	
Address (notes 4 & 7) 47 Brunswick Place, London N1 6EE	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date 01.08.86

Signature of agent on behalf of subscribers 	Date 01.08.86
---------------------------------------------------------------------------------------------------------------------------------	---------------

Company No: 2970305

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CHAINDELTA LIMITED

(Passed 5th December 1986)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 5th December 1986 at 2 Grays Inn Square London WC1R 5AF the following Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

That the name of the Company be changed to Sulzer (UK) Building Services Limited



J. R. H. H.
.....
Chairman

*Call 146
12003
00015*

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2070305 / 7

I hereby certify that

CEA/DELTA LIMITED

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

SULZER (UK) BUILDING SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16TH DECEMBER 1986


MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

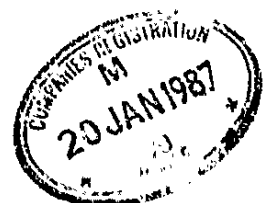
ORDINARY AND SPECIAL RESOLUTIONS
of
SULZER (UK) BUILDING SERVICES LIMITED
(Passed 19 December 1986)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 19 December 1986 at Manor Mill Lane Leeds the following Resolutions were duly passed as to the First Resolution as an Ordinary Resolution and as to the Second and Third Resolutions as Special Resolutions.

ORDINARY RESOLUTION

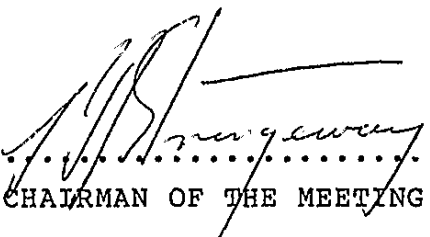
1. That the authorised share capital of the Company be increased to £3,000,000 by the creation of 2,999,900 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

Cont'd/2



SPECIAL RESOLUTIONS

2. That the objects and powers of the Company contained in the existing Memorandum of Association be altered by the deletion of the existing Clause 3 and the substitution therefor of a new Clause 3 in the form of the draft produced to the meeting and signed by the Chairman for the purposes of identification.
3. That the Company adopt new Articles of Association in the form of the draft produced to the meeting and signed by the Chairman for the purposes of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

Signed: .....
CHAIRMAN OF THE MEETING



No. 2070305

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SULZER (UK) BUILDING SERVICES LIMITED

Incorporated the 4th day of November 1986

BIRD & BIRD
2 GRAY'S INN SQUARE
LONDON WC1R 5AF.



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2070305

I hereby certify that

CHAINDELTA 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

4TH NOVEMBER 1986

B.M. Jones
Mrs. B.M. JONES
an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2070305

I hereby certify that

CHAINDELTA LIMITED

having by special resolution changed its name, is now

incorporated under the name of

SULZER (UK) BUILDING SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

16TH DECEMBER 1986

A handwritten signature in cursive script, appearing to read 'C R Williams'.

MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SULZER (UK) BUILDING SERVICES LIMITED
(As adopted by Special Resolution passed on
19th December 1986)

1. The name of the Company is SULZER (UK) BUILDING SERVICES 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 of the trades or business of engineers, designers, manufacturers, producers, suppliers, importers, merchants or maintainers or

* By Special Resolution passed on 5th December 1986 the name of the Company was changed from "Chaindelta Limited" to "Sulzer (UK) Building Services Limited."



repairers of heating ventilating or air conditioning plant, machinery, apparatus or appliance of any kind whatsoever together with any spare parts, appliances, implements, fittings, equipment, goods and apparatus of any description associated with or used in connection with heating ventilating or air conditioning machinery or apparatus.

(B) To carry on all or any of the trades or businesses of mechanical engineers, electrical engineers, civil engineers, chemical engineers, water engineers, gas engineers, heating engineers, air conditioning engineers, refrigerating engineers, road and rail traction engineers, and general engineers and contractors in all their respective branches.

(C) To carry on all or any of the trades or businesses of manufacturers, importers, factors and merchants of and agents for, dealers in and manufacturers or repairers of, plant, machinery and apparatus of all kinds and descriptions including diesel, steam, oil, gas, petrol, aircraft and other engines, pumps and pumping machinery of all kinds, boilers, turbines, heating, air conditioning and refrigerating plant and machinery, locomotives, rail cars, fittings, apparatus, implements, tools, appliances, utensils, accessories, equipment, goods, wares and merchandise of every description.

(D) To carry on business as tool-makers, brass and other metal founders, metal workers, boilermakers, millwrights, machinists, smiths, woodworkers, metallurgists, annealers, printers, carriers and merchants.

(E) To undertake and execute any contract for the design, processing, engineering, mechanical engineering and general engineering of works of all kinds.

(F) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or as ancillary to any of the businesses of the Company.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in or otherwise dispose of all or any estate or interest in or over any lands, buildings, plant, machinery, stock-in-trade, easements, rights, privileges, concessions and any real or personal property (whether tangible or intangible) of any kind.

(H) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any intellectual property rights including (but not limited to) patents, patent rights, designs, copyrights, trade marks, know-

how, confidential information and licences and to manufacture and sell or grant licences under or privileges in respect of the same, to alter, modify, use and turn to account any of the same and to expend money in research and development and in experimenting upon, testing and improving any inventions or rights which the Company may acquire or propose to acquire.

(I) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and, in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(J) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for any of the businesses of the Company.

(K) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any company.

(L) To acquire an interest in, amalgamate with or enter into partnership or joint venture or any

arrangement for sharing profits, or for co-operation, or for mutual assistance with any company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any company and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(M) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispce of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company or by any government or authority situated in any part of the world.

(N) To invest and deal with the monies of the Company in such manner, with or without security, and wnaether at home or abroad, as the Company may think fit.

(O) To lend and advance money or give credit on any terms and with or without security to any company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms

the payment of any sum of money or the performance of any obligation by any company as aforesaid.

(P) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the businesses of the Company.

(Q) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(R) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments, to pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular (but without limitation) in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed

rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one way and partly in another.

(S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either by cash, by instalments or otherwise, or in full or partly paid-up shares of any company, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgages or other securities of any company or partly in one way and partly in another and generally on such terms as the Company may think fit.

(T) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) which may seem conducive to any of the objects of the Company and to obtain from any such government or authority any rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such rights, privileges and concessions.

(U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the

promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of the Company and to acquire, hold, dispose of shares, stock, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(V) To establish and maintain or procure the establishment and maintenance of any share option, share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or money's worth to, or to trustees on behalf of, 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 with any such subsidiary, or who are or were at any time directors or officers of the Company or of any other such company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions,

associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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 other matters aforesaid, either alone or in conjunction with any such other company.

(W) To sponsor, support and assist in any way any artistic, sporting or other activity of any kind whatsoever which may appear likely to benefit or enhance the Company or any of its assets or operations and to fund or give financial assistance to any such activity in such manner as the Company may think fit.

(X) To act as agents or brokers and as trustees for any company and to undertake and perform sub-contracts.

(Y) To remunerate any company rendering services to the Company either by cash payment or by the allotment to it of shares or other securities of the Company credited as paid-up in full or in part or otherwise as may be thought fit.

(Z) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

(AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(CC) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(DD) To do all such other things as are incidental or conducive to any of the Company's objects.

4. (1) Each of the objects specified in each sub-paragraph of the preceding clause shall, except where otherwise expressed in such sub-paragraph, be treated as an independent main object and shall be in no way limited or restricted by reference to or inference from the terms of any other sub-paragraph or the name of the Company.

(2) The word "company" in the preceding clause, except where used in reference to the Company shall be deemed to include any person, firm, partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(3) References in the preceding clause to "subsidiary" and "holding company" shall have the meaning ascribed to such expressions in Section 736 of the Companies Act 1985.

5. The liability of the Members is limited.

6. The Company's share capital is £100 divided into 100 Ordinary shares of £1 each.*

* By Ordinary Resolution passed on 19th December 1986 the Share Capital of the Company was increased to £3,000,000 by the creation of £2,999,900 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
-----------------------------------------------------	-------------------------------------------------

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

One

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

One

DATED the 3rd day of March 1986

WITNESS to the above signatures :- Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
SULZER (UK) BUILDING SERVICES LIMITED
(Adopted by Special Resolution passed
on 19th December 1986)

PRELIMINARY

1. In these Articles

"the Act" means the Companies Act 1985

"Table A" means Table A in the Schedule to Companies
(Tables A-F) Regulations 1985

2. Regulations 3, 8 to 11 (inclusive), 24, 73 to 75
(inclusive), 79, 81, 84, 118 in Table A shall not apply
to the Company. The Articles hereinafter contained and
(subject to the modifications hereinafter expressed)
the remaining regulations contained in Table A shall
constitute the regulations of the Company.

SHARE CAPITAL

3. (a) The capital of the Company at the date of . . the adoption of those Articles is £3,000,000 divided into 3,000,000 shares of £1 each.

(b) Subject to the provisions of the Act and of these Articles the Directors shall, for a period expiring on a date five years from the date of adoption of these Articles, have the authority to allot to the persons who are members of the Company at the date of adoption of these Articles any unissued shares and to grant to such persons any right to subscribe for, or convert any security into, shares in the capital of the Company but so that no shares shall be issued at a discount. Save as aforesaid the Directors shall have no authority to allot any unissued shares or to grant any right to subscribe for, or convert any security into, shares in the capital of the Company unless such allotment or grant shall have first been approved by the members of the Company in General Meeting. The maximum amount (by reference to numbers of shares allotted or in respect of which rights are granted) of shares and/or rights which may be so

allotted and/or granted at any one time is 10,000,000. During the period of the said authority (and any renewal thereof) in accordance with Section 91(1) of the Act Sections 89(1) and 90(1) - (6) (inclusive) of the Act shall not apply.

4. Subject to the provisions of the Act:

- (i) any shares may, with the sanction of an ordinary resolution, be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed
- (ii) the Company may, with the sanction of an ordinary resolution, purchase its own shares (including any redeemable shares) and
- (iii) the Company may, with the sanction of a special resolution, make a payment out of capital in respect of any such redemption or purchase of its shares.

PROCEEDINGS AT GENERAL MEETINGS

5. The Directors shall not be able to refuse to register the transfer of a share and Articles 25, 26 and 28 in Table A shall be deemed to be modified accordingly.

6. The quorum for a General Meeting shall require the presence in person or by proxy of such number of members as are entitled to vote and hold or represent a majority of the votes entitled to be cast at that meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business. Regulation 40 in Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by any member present in person or by proxy (or in the case of a corporation, by a duly authorised representative or such duly authorised representative's proxy) and entitled to vote. Regulation 46 in Table A shall be modified accordingly.

DIRECTORS

8. A Director need not hold any shares of the Company to qualify him as a Director but he and every alternate Director shall be entitled (in addition to all persons entitled to notice under these Articles) to receive notice of and to attend and speak at all general meetings of, and at any separate meeting of the holders of any class of shares in, the Company.

9. Subject to a declaration of interest having been made in accordance with the Act, a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising in connection therewith. If he does so vote, his vote shall be counted, and he may be counted in determining whether there is a quorum at the meeting at which any such contract, transaction or arrangement is under consideration. Regulations 94 and 95 in Table A shall be deemed to be modified accordingly.

10. (a) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by ordinary resolution the holder or holders for the time being of more than one-half of the issued shares of the Company carrying the

right to vote at General Meetings shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional 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 on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company. Any such removal shall be without prejudice to any claim which a Director may have for breach of any contract of service between him and the Company.

(b) The office of a Director shall be vacated:

(i) If by notice in writing to the Company he
office of Director.

(ii) If he shall . . . six months have
been absent without permission of the
Directors from meetings of the Directors
held during that period, unless he shall

have appointed an alternate who has not been similarly absent during such period.

• 3

(iii) If he becomes bankrupt or enters into any arrangement with his creditors.

(iv) If he is prohibited from being a Director by an order made under sections 296-300 of the Act.

(v) If he becomes of unsound mind.

(vi) If he is removed from office under paragraph (a) of this Article.

11. The Directors shall not be liable to retire by rotation and regulations 76 to 78 (inclusive) and 80 in Table A shall be deemed to be modified accordingly.

12. The Directors may from time to time appoint one or more of their body, and remove or dismiss the person or persons so appointed and appoint another or others of their body in his or their place or places, to hold any executive office in the management of the business of the Company including the office of Managing or Joint Managing Director as the Directors may decide for

such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to hold such executive office.

A Director holding such executive office as aforesaid and not being Managing or Joint Managing Director of the Company shall act and exercise his duties under the direction of the Managing or Joint Managing Directors of the Company for the time being or either of them.

GRATUITIES AND PENSIONS

13. The Directors may exercise the powers of the Company conferred by Clause 3(V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

INDEMNITY

14. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 under section 727 of the Act in which relief is granted to him by the court, and no Director or other officer 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. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

DATED the 3rd day of March 1986

WITNESS to the above signatures :- Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX

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

2070305

Name of company

* SULZER (UK) BUILDING SERVICES 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.

Day Month

3 1 1 2

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

[Director] [Secretary]† Date 7 1 87

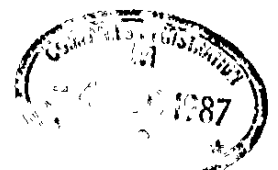
Presentor's name address and
reference (if any):

BIRD & BIRD
2 GRAY'S INN SQUARE
LONDON SW1R 5AF

Ref: DJER/6

For official use
General Section

Post room



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

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

2070305

Name of company

*Insert full name
of company

* SULZER (UK) BUILDING SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 19 DECEMBER 1986 the nominal capital of the company has been
increased by £ 2,999,900 beyond the registered capital of £ 100.

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

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

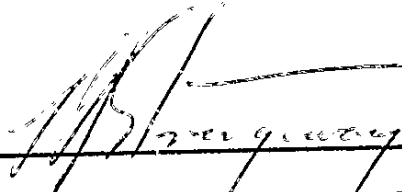
The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: ordinary shares to rank
pari passu in every respect with the existing shares.

Please tick here if
continued overleaf

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§Delete as
appropriate

Signed



[Director][Secretary]s Date

7-1-87

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

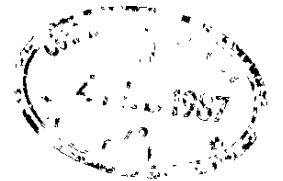
BIRD & BIRD
2 GRAY'S INN SQUARE
LONDON WC1R 5AF

Ref: DJER/6

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Cornscoot Street, London SE1 5TS

Companies G123

1985 Edition
J80 BHAM
5017157



COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

Name of company

[119]

2070305

*Insert full name
of company* **SULZER (UK) BUILDING SERVICES LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27th August 1987 the nominal capital of the company has been
increased by £ 570,000 beyond the registered capital of £ 3,000,000

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

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

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: the shares rank pari passu
in every respect with the existing Ordinary Shares in the Company.

Please tick here if
continued overleaf§Delete as
appropriateSigned J. J. McLaughlin [Director][Secretary]§ Date 27/7/87Presentor's name, address and
reference (if any)

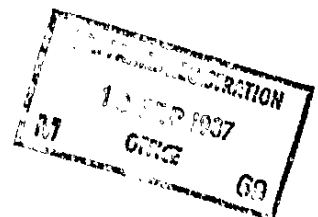
Bird & Bird
2 Gray s Inn Square
LONDON WC1R 5AF

Ref. DJER/6

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

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1985 Edition
296 B'HAM.

5017157

Company No. 2070305

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

SULZER (UK) BUILDING SERVICES LIMITED

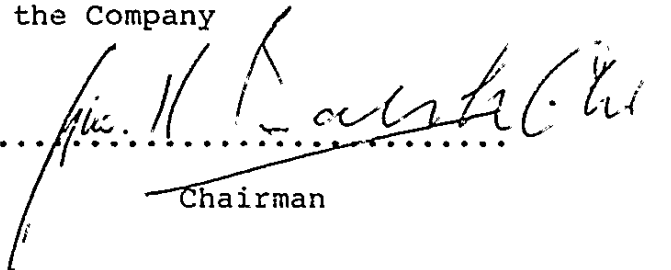
(passed 27th day of August 1987)

At an Extraordinary General Meeting of the Company duly convened and held on 27th day of August 1987 the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased to £3,570,000 by the creation of 570,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company

SIGNED


Chairman



CONFIDENTIAL 84

WIPED 8/10/91

Company No. 2070305

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SULZER (UK) BUILDING SERVICES LIMITED

(passed 31st January 1991)

At an Extraordinary General Meeting of the Company duly convened and held on 31st January 1991 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to Sulzer Infra (UK)
~~Ltd. LIMITED~~

Signed

CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2070305

I hereby certify that

SULZER (UK) BUILDING SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SULZER INFRA (UK) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 8 APRIL 1991

A handwritten signature in dark ink, appearing to read 'Davidson', with the words 'an authorised officer' written in smaller text below it.

an authorised officer

Company No. 2070305

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SULZER INFRA (UK) LIMITED

(passed 18th October 1991)

At an Extraordinary General Meeting of the Company duly convened and held on 18th October 1991 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

DIVISIONAL/REGIONAL DIRECTORS

- i) The Directors may from time to time appoint one or more persons employed by the Company to be a Divisional or Regional Director of the Company.

Additionally, the Directors have the authority to remove a Divisional or Regional Director and to determine his powers, duties and remuneration.

- ii) The inclusion of the word 'Director' in the designation or title of a Divisional or Regional Director shall not imply that the holder thereof is a Director of the Company. A Divisional/Regional Director shall not be entitled to participate in the exercise of any of the collective powers and duties of the Board of Directors or to receive notice of, or attend at, a meeting of the Directors or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company or the Companies Act.
- iii) The office of a Divisional or Regional Director shall be vacated if the holder ceases to be in the employment of the Company or is removed by a resolution of the Directors.

Signed
CHAIRMAN

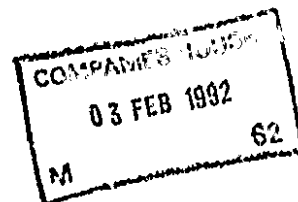
No. 2070305

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SULZER INFRA (UK) LIMITED

Incorporated the 4th day of November 1986





CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2070305

I hereby certify that

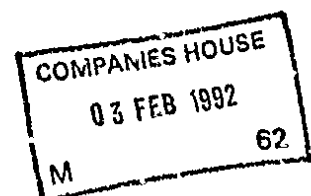
CHAINDELTA LIMITED

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

4TH NOVEMBER 1986

B.M. Jones
Mrs. E.M. JONES
an authorised officer





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2070305

I hereby certify that

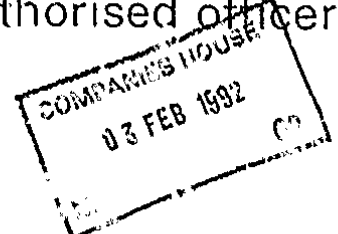
CHAINDELTA LIMITED

having by special resolution changed its name, is now
incorporated under the name of
SULZER (UK) BUILDING SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16TH DECEMBER 1986

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2070305

I hereby certify that

SULZER (UK) BUILDING SERVICES LIMITED

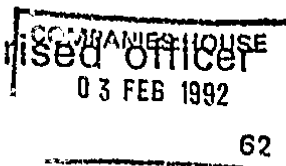
having by special resolution changed its name,
is now incorporated under the name of

SULZER INFRA (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8 APRIL 1991

P. Davidson
P. Davidson (Mrs)

an authorised officer



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SULZER INFRA (UK) LIMITED

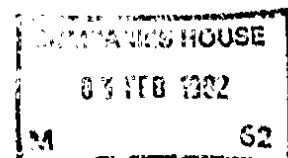
(As adopted by Special Resolution passed on
February 1992)

1. The name of the Company is Sulzer Infra (UK) Ltd. */**
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 of the trades or business of engineers, designers, manufacturers, producers, suppliers, importers, merchants or

* By Special Resolution passed on 5th December 1986 the name of the Company was changed from "Chaindelta Limited" to "Sulzer (UK) Building Services Limited".

** By Special Resolution passed on 31st January 1991 the name of the Company was changed from "Sulzer (UK) Building Services Limited" to "Sulzer Infra (UK) Limited".



maintainers or repairers of heating ventilating or air conditioning plant, machinery, apparatus or appliance of any kind whatsoever together with any spare parts, appliances, implements, fittings, equipment, goods and apparatus of any description associated with or used in connection with heating ventilating or air conditioning machinery or apparatus.

(B) To carry on all or any of the trades or businesses of mechanical engineers, electrical engineers, civil engineers, chemical engineers, water engineers, gas engineers, heating engineers, air conditioning engineers, refrigerating engineers, road and rail traction engineers, and general engineers and contractors in all their respective branches.

(C) To carry on all or any of the trades of businesses of manufacturers, importers, factors and merchants of and agents for, dealers in and manufacturers or repairers of, plant, machinery and apparatus of all kinds and descriptions including diesel, steam, oil, gas, petrol, aircraft and other engines, pumps and pumping machinery of all kinds, boilers, turbines, heating, air conditioning and refrigerating plant and machinery, locomotives, rail cars, fittings, apparatus, implements, tools, appliances, utensils, accessories, equipment, goods, wares and merchandise of every description.

(D) To carry on business as tool-makers, brass and other metal founders, metal workers, boilermakers, mill wrights, machinists, smiths, woodworkers, metallurgists, annealers, printers, carriers and merchants.

(E) To undertake and execute any contract for the design, processing, engineering, mechanical engineering and general engineering of works of all kinds.

(F) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or as ancillary to any of the businesses of the Company.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in or otherwise dispose of all or any estate or interest in or over any lands, buildings, plant, machinery, stock-in-trade, easements, rights, privileges, concessions and any real or personal property (whether tangible or intangible) of any kind.

(H) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any intellectual property rights including (but not limited to) patents, patent rights, designs, copy rights, trade marks, know how, confidential information and licences and to manufacture and sell or grant licences under or privileges in respect of the same, to alter, modify, use and turn to account any of the same and to expend money in research and development and in experimenting upon, testing and improving any inventions or rights which the Company may acquire or propose to acquire.

(I) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements

and other rights in or over, and, in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(J) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for any of the businesses of the Company.

(K) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any company.

(L) To acquire an interest in, amalgamate with or enter into partnership or joint venture or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any company and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(M) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company or by any government or authority situated in any part of the world.

(N) To invest and deal with the monies of the Company in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

(O) To lend and advance money or give credit on any terms and with or without security to any company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company as aforesaid.

(P) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the businesses of the Company.

(Q) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(R) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments, to pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular (but without limitation) in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one way and partly in another.

(S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either by cash, by instalments or otherwise, or in full or partly paid-up shares of any company, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgages or other securities of any company or partly in one way and partly in another and generally on such terms as the Company may think fit.

(T) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) which may seem conducive to any of the objects of the Company and to obtain from any such government or authority any rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such rights, privileges and concessions.

(U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of the Company and to acquire, hold, dispose of shares, stock, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(V) To establish and maintain or procure the establishment and maintenance of any share option, share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or money's worth to, or to trustees on behalf of, 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 with any such subsidiary, or who are or were at any time directors or officers of the Company or of any other such company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the

Company or of any such 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 other matters aforesaid, either alone or in conjunction with any such other company.

(W) To sponsor, support and assist in any way any artistic, sporting or other activity of any kind whatsoever which may appear likely to benefit or enhance the Company or any of its assets or operations and to fund or give financial assistance to any such activity in such manner as the Company may think fit.

(X) To act as agents or brokers and as trustees for any company and to undertake and perform sub-contracts.

(Y) To remunerate any company rendering services to the Company either by cash payment or by the allotment to it of shares or other securities of the Company credited as paid-up in full or in part or otherwise as may be thought fit.

(Z) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

(AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(CC) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(DD) To do all such other things as are incidental or conducive to any of the Company's objects.

4. (i) Each of the objects specified in each sub-paragraph of the preceding clause shall, except where otherwise expressed in such sub-paragraph, be treated as an independent main object and shall be in no way limited or restricted by reference to or inference from the terms of any other sub-paragraph or the name of the Company.

(ii) The word "company" in the preceding clause, except where used in reference to the Company shall be deemed to include any person, firm, partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(iii) References in the preceding clause to "subsidiary" and "holding company" shall have the meaning ascribed to such expressions in section 736 of the Companies Act 1985.

5. The liability of the Members is limited.

6. The Company's share capital is £100 divided into 100 Ordinary shares of £1 each.*/**

* By Ordinary Resolution passed on 19th December 1986 the Share Capital of the Company was increased to £3,000,000 by the creation of 2,999,900 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.

** By Ordinary Resolution passed on 27th August 1987 the Share Capital of the Company was increased to £3,570,000 by the creation of 570,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of
Shares taken by
each Subscriber

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

One

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

One

DATED the 3rd day of March 1986

WITNESS TO THE ABOVE SIGNATURES :- Errol Sandiford
15 Pembroke Road
Bristol BS 99 7DX

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SULZER INFRA (UK) LIMITED

(Adopted by Special Resolution passed on
February 1992)

1. In these Articles;

"the Act" means the Companies Act 1985 as amended by the provisions of the Companies Act 1989.

"Table A" means Table A in the Schedule to Companies (Tables A-F) Regulations 1985.

2. Regulations 3, 8 to 11 (inclusive), 24, 73 to 75 (inclusive), 79, 81, 84, 118 in Table A shall not apply to the Company. The Articles hereinafter contained and (subject to the modifications hereinafter expressed) the remaining regulations contained in Table A shall constitute the regulations of the Company.

SHARE CAPITAL

3. (i) The capital of the Company is £3,570,000 divided into 3,570,000 shares of £1 each.

(ii) Subject to the provisions of the Act and of these Articles the Directors shall, for a period expiring on a date five years from the date of adoption of these Articles, have the authority to allot to the persons who are members of the Company at the date of adoption of these Articles any unissued shares and to grant to such persons any right to subscribe for, or convert any security into, shares in the capital of the Company but so that no shares shall be issued at a discount. Save as aforesaid the Directors shall have no authority to allot any unissued shares or to grant any right to subscribe for, or convert any security into, shares in the capital of the Company unless such allotment or grant shall have first been approved by the members of the Company in General Meeting. The maximum amount (by reference to numbers of shares allotted or in respect of which rights are granted) of shares and/or rights which may be so allotted and/or granted at any one time is 10,000,000. During the period of the said authority (and any renewal thereof) in accordance with section 91(1) of the Act sections 89(1) and 90(1) - (6) (inclusive) of the Act shall not apply.

4. Subject to the provisions of the Act:
- (a) any shares may, with the sanction of an ordinary resolution, be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.
 - (b) the Company may, with the sanction of an ordinary resolution, purchase its own shares (including any redeemable shares) and
 - (c) the Company may, with the sanction of a special resolution, make a payment out of capital in respect of any such redemption or purchase of its shares.

PROCEEDINGS AT GENERAL MEETINGS

5 The Directors shall not be able to refuse to register the transfer of a share and Articles 25, 26 and 28 in Table A shall be deemed to be modified accordingly.

6. The quorum for a General Meeting shall require the presence in person or by proxy of such number of members as are entitled to vote and hold or represent a majority of the votes entitled to be cast at that meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business. Regulation 40 in Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by any member present in person or by proxy (or in the case of a corporation, by a duly authorised representative or such duly authorised representative's proxy) and entitled to vote. Regulation 46 in Table A shall be modified accordingly.

DIRECTORS

8. A Director need not hold any shares of the Company to qualify him as a Director but he and every alternate Director shall be entitled (in addition to all persons entitled to notice under these Articles) to receive notice of and to attend and speak at all general meetings of, and at any separate meeting of the holders of any class of shares in, the Company.

9. Subject to a declaration of interest having been made in accordance with the Act, a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising in connection therewith. If he does so vote, his vote shall be counted, and he may be counted in determining whether there is a quorum at the meeting at which any such contract, transaction or arrangement is under consideration. Regulations 94 and 95 in Table A shall be deemed to be modified accordingly.

10. (i) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by ordinary resolution the holder or holders for the time being of more than one-half of the issued shares of the Company carrying the right to vote at General Meetings shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional 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 on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company. Any such removal shall be without prejudice to any claim which a Director may have for breach of any contract of service between him and the Company.

(ii) The office of a Director shall be vacated:

(a) If by notice in writing to the Company he resigns the office of Director.

(b) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate who has not been similarly absent during such period.

(c) If he becomes bankrupt or enters into any arrangement with his creditors.

(d) If he is prohibited from being a Director by an order made under sections 296-300 of the Act.

(e) If he becomes of unsound mind.

(f) If he is removed from office under paragraph (a) of this Article.

11. The Directors shall not be liable to retire by rotation and regulations 76 to 78 (inclusive) and 80 in Table A shall be deemed to be modified accordingly.

12. The Directors may from time to time appoint one or more of their body, and remove or dismiss the person or persons so appointed and appoint another or others of their body in his or their place or places, to hold any executive office in the management of the business of the Company including the office of Managing or Joint Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to hold such executive office.

A Director holding such executive office as aforesaid and not being Managing or Joint Managing Director of the Company shall act and exercise his duties under the direction of the Managing or Joint Managing Directors of the Company for the time being or either of them.

DIVISIONAL/REGIONAL DIRECTORS

13. (i) The Directors may from time to time appoint one or more persons employed by the Company to be a Divisional or Regional Director of the Company.

Additionally, the Directors have the authority to remove a Divisional or Regional Director and to determine his powers, duties and remuneration.

(ii) The inclusion of the word 'Director' in the designation or title of a Divisional or Regional Director shall not imply that the holder thereof is a Director of the Company. A Divisional/Regional Director shall not be entitled to participate in the exercise of any of the collective powers and duties of the Board of Directors or to receive notice of, or attend at, a meeting of the Directors or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company or the Companies Act.

(iii) The office of a Divisional or Regional Director shall be vacated if the holder ceases to be in the employment of the Company or is removed by a resolution of the Directors of the Directors.

GRATUITIES AND PENSIONS

14. The Directors may exercise the powers of the Company conferred by clause 3(V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

INDEMNITY

15. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no Director or other officer 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. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

DATED the 3rd day of March 1986

WITNESS to the above signatures :- Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX

No. 2070305

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SULZER INFRA (UK) LIMITED

Incorporated the 4th day of November 1986





CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2070305

I hereby certify that

CHAINDELTA 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

4TH NOVEMBER 1986

B.M. Jones
Mrs. B.M. JONES
an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2070305

I hereby certify that

CHAINDELTA LIMITED

having by special resolution changed its name, is now
incorporated under the name of
SULZER (UK) BUILDING SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16TH DECEMBER 1986

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2070305

I hereby certify that

SULZER (UK) BUILDING SERVICES LIMITED

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

SULZER INFRA (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8 APRIL 1991

P. Davidson
P. Davidson (Mrs)

an authorised officer

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SULZER INFRA (UK) LIMITED

(As adopted by Special Resolution passed on
19th December 1986)

1. The name of the Company is Sulzer Infra (UK) 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 of the trades or business of engineers, designers, manufacturers, producers, suppliers, importers, merchants or

* By Special Resolution passed on 5th December 1986 the name of the Company was changed from "Chaindelta Limited" to "Sulzer (UK) Building Services Limited".

** By Special Resolution passed on 31st January 1991 the name of the Company was changed from "Sulzer (UK) Building Services Limited" to "Sulzer Infra (UK) Limited".

maintainers or repairers of heating ventilating or air conditioning plant, machinery, apparatus or appliance of any kind whatsoever together with any spare parts, appliances, implements, fittings, equipment, goods and apparatus of any description associated with or used in connection with heating ventilating or air conditioning machinery or apparatus.

(B) To carry on all or any of the trades or businesses of mechanical engineers, electrical engineers, civil engineers, chemical engineers, water engineers, gas engineers, heating engineers, air conditioning engineers, refrigerating engineers, road and rail traction engineers, and general engineers and contractors in all their respective branches.

(C) To carry on all or any of the trades or businesses of manufacturers, importers, factors and merchants of and agents for, dealers in and manufacturers or repairers of, plant, machinery and apparatus of all kinds and descriptions including diesel, steam, oil, gas, petrol, aircraft and other engines, pumps and pumping machinery of all kinds, boilers, turbines, heating, air conditioning and refrigerating plant and machinery, locomotives, rail cars, fittings, apparatus, implements, tools, appliances, utensils, accessories, equipment, goods, wares and merchandise of every description.

(D) To carry on business as tool-makers, brass and other metal founders, metal workers, boilermakers, mill wrights, machinists, smiths, woodworkers, metallurgists, annealers, printers, carriers and merchants.

(E) To undertake and execute any contract for the design, processing, engineering, mechanical engineering and general engineering of works of all kinds.

(F) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or as ancillary to any of the businesses of the Company.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in or otherwise dispose of all or any estate or interest in or over any lands, buildings, plant, machinery, stock-in-trade, easements, rights, privileges, concessions and any real or personal property (whether tangible or intangible) of any kind.

(H) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any intellectual property rights including (but not limited to) patents, patent rights, designs, copy rights, trade marks, know how, confidential information and licences and to manufacture and sell or grant licences under or privileges in respect of the same, to alter, modify, use and turn to account any of the same and to expend money in research and development and in experimenting upon, testing and improving any inventions or rights which the Company may acquire or propose to acquire.

(I) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements

and other rights in or over, and, in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

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(K) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any company.

(L) To acquire an interest in, amalgamate with or enter into partnership or joint venture or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any company and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(M) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company or by any government or authority situated in any part of the world.

(N) To invest and deal with the monies of the Company in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

(O) To lend and advance money or give credit on any terms and with or without security to any company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company as aforesaid.

(P) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the businesses of the Company.

(Q) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(R) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments, to pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular (but without limitation) in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one way and partly in another.

(S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either by cash, by instalments or otherwise, or in full or partly paid-up shares of any company, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgages or other securities of any company or partly in one way and partly in another and generally on such terms as the Company may think fit.

(T) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) which may seem conducive to any of the objects of the Company and to obtain from any such government or authority any rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such rights, privileges and concessions.

(U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interest of the Company and to acquire, hold, dispose of shares, stock, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(V) To establish and maintain or procure the establishment and maintenance of any share option, share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or money's worth to, or to trustees on behalf of, 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 with any such subsidiary, or who are or were at any time directors or officers of the Company or of any other such company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the

Company or of any such 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 other matters aforesaid, either alone or in conjunction with any such other company.

(W) To sponsor, support and assist in any way any artistic, sporting or other activity of any kind whatsoever which may appear likely to benefit or enhance the Company or any of its assets or operations and to fund or give financial assistance to any such activity in such manner as the Company may think fit.

(X) To act as agents or brokers and as trustees for any company and to undertake and perform sub-contracts.

(Y) To remunerate any company rendering services to the Company either by cash payment or by the allotment to it of shares or other securities of the Company credited as paid-up in full or in part or otherwise as may be thought fit.

(Z) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

(AA) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(CC) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(DD) To do all such other things as are incidental or conducive to any of the Company's objects.

4. (i) Each of the objects specified in each sub-paragraph of the preceding clause shall, except where otherwise expressed in such sub-paragraph, be treated as an independent main object and shall be in no way limited or restricted by reference to or inference from the terms of any other sub-paragraph or the name of the Company.

(ii) The word "company" in the preceding clause, except where used in reference to the Company shall be deemed to include any person, firm, partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(iii) References in the preceding clause to "subsidiary" and "holding company" shall have the meaning ascribed to such expressions in section 736 of the Companies Act 1985.

5. The liability of the Members is limited.

6. The Company's share capital is £100 divided into 100 Ordinary shares of £1 each.*/***

* By Ordinary Resolution passed on 19th December 1986 the Share Capital of the Company was increased to £3,000,000 by the creation of 2,999,900 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.

** By Ordinary Resolution passed on 27th August 1987 the Share Capital of the Company was increased to £3,570,000 by the creation of 570,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of
Shares taken by
each Subscriber

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

One

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

One

DATED the 3rd day of March 1986

WITNESS TO THE ABOVE SIGNATURES :- Errol Sandiford
15 Pembroke Road
Bristol BS 99 7DX

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SULZER INFRA (UK) LIMITED

(Adopted by Special Resolution passed on
19th December 1986)

1. In these Articles;

"the Act" means the Companies Act 1985 as amended by the provisions of the Companies Act 1989.

"Table A" means Table A in the Schedule to Companies (Tables A-F) Regulations 1985.

2. Regulations 3, 8 to 11 (inclusive), 24, 73 to 75 (inclusive), 79, 81, 84, 118 in Table A shall not apply to the Company. The Articles hereinafter contained and (subject to the modifications hereinafter expressed) the remaining regulations contained in Table A shall constitute the regulations of the Company.

SHARE CAPITAL

3. (i) The capital of the Company is £3,570,000 divided into 3,570,000 shares of £1 each.

(ii) Subject to the provisions of the Act and of these Articles the Directors shall, for a period expiring on a date five years from the date of adoption of these Articles, have the authority to allot to the persons who are members of the Company at the date of adoption of these Articles any unissued shares and to grant to such persons any right to subscribe for, or convert any security into, shares in the capital of the Company but so that no shares shall be issued at a discount. Save as aforesaid the Directors shall have no authority to allot any unissued shares or to grant any right to subscribe for, or convert any security into, shares in the capital of the Company unless such allotment or grant shall have first been approved by the members of the Company in General Meeting. The maximum amount (by reference to numbers of shares allotted or in respect of which rights are granted) of shares and/or rights which may be so allotted and/or granted at any one time is 10,000,000. During the period of the said authority (and any renewal thereof) in accordance with section 91(1) of the Act sections 89(1) and 90(1) - (6) (inclusive) of the Act shall not apply.

4. Subject to the provisions of the Act:

- (a) any shares may, with the sanction of an ordinary resolution, be issued upon the terms that they are, or at the option of the Company are liable, to be redeemed.
- (b) the Company may, with the sanction of an ordinary resolution, purchase its own shares (including any redeemable shares) and
- (c) the Company may, with the sanction of a special resolution, make a payment out of capital in respect of any such redemption or purchase of its shares.

PROCEEDINGS AT GENERAL MEETINGS

5. The Directors shall not be able to refuse to register the transfer of a share and Articles 25, 26 and 28 in Table A shall be deemed to be modified accordingly.

6. The quorum for a General Meeting shall require the presence in person or by proxy of such number of members as are entitled to vote and hold or represent a majority of the votes entitled to be cast at that meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business. Regulation 40 in Table A shall be modified accordingly.

7. A poll may be demanded at any General Meeting by any member present in person or by proxy (or in the case of a corporation, by a duly authorised representative or such duly authorised representative's proxy) and entitled to vote. Regulation 46 in Table A shall be modified accordingly.

DIRECTORS

8. A Director need not hold any shares of the Company to qualify him as a Director but he and every alternate Director shall be entitled (in addition to all persons entitled to notice under these Articles) to receive notice of and to attend and speak at all general meetings of, and at any separate meeting of the holders of any class of shares in, the Company.

9. Subject to a declaration of interest having been made in accordance with the Act, a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising in connection therewith. If he does so vote, his vote shall be counted, and he may be counted in determining whether there is a quorum at the meeting at which any such contract, transaction or arrangement is under consideration. Regulations 94 and 95 in Table A shall be deemed to be modified accordingly.

10. (i) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by ordinary resolution the holder or holders for the time being of more than one-half of the issued shares of the Company carrying the right to vote at General Meetings shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional 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 on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company. Any such removal shall be without prejudice to any claim which a Director may have for breach of any contract of service between him and the Company.

(ii) The office of a Director shall be vacated:

(a) If by notice in writing to the Company he resigns the office of Director.

(b) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate who has not been similarly absent during such period.

(c) If he becomes bankrupt or enters into any arrangement with his creditors.

(d) If he is prohibited from being a Director by an order made under sections 296-300 of the Act.

(e) If he becomes of unsound mind.

(f) If he is removed from office under paragraph (i) of this Article.

11. The Directors shall not be liable to retire by rotation and regulations 76 to 78 (inclusive) and 80 in Table A shall be deemed to be modified accordingly.

12. The Directors may from time to time appoint one or more of their body, and remove or dismiss the person or persons so appointed and appoint another or others of their body in his or their place or places, to hold any executive office in the management of the business of the Company including the office of Managing or Joint Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to hold such executive office.

A Director holding such executive office as aforesaid and not being Managing or Joint Managing Director of the Company shall act and exercise his duties under the direction of the Managing or Joint Managing Directors of the Company for the time being or either of them.

DIVISIONAL/REGIONAL DIRECTORS

13. (i) The Directors may from time to time appoint one or more persons employed by the Company to be a Divisional or Regional Director of the Company.

Additionally, the Directors have the authority to remove a Divisional or Regional Director and to determine his powers, duties and remuneration.

(ii) The inclusion of the word 'Director' in the designation or title of a Divisional or Regional Director shall not imply that the holder thereof is a Director of the Company. A Divisional/Regional Director shall not be entitled to participate in the exercise of any of the collective powers and duties of the Board of Directors or to receive notice of, or attend at, a meeting of the Directors or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company or the Companies Act.

(iii) The office of a Divisional or Regional Director shall be vacated if the holder ceases to be in the employment of the Company or is removed by a resolution of the Directors.

GRATUITIES AND PENSIONS

14. The Directors may exercise the powers of the Company conferred by clause 3(V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

INDEMNITY

15. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no Director or other officer 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. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX

Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

DATED the 3rd day of March 1986

WITNESS to the above signatures :- Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2070305

Name of company

* SULZER INFRA (UK) LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22 DECEMBER 1993 the nominal capital of the company has been
increased by £ 3,000,000 beyond the registered capital of £ 3,570,000.

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

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

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

Please tick here if
continued overleaf

☐

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

Signed



Designation ‡

SECRETARY

Date 4 JANUARY 1994

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

For official Use
General Section

Post room



Company No: 2070305

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ORDINARY RESOLUTIONS

- of -

SULZER INFRA (UK) LTD

(passed 22nd day of December 1993)

At an Extraordinary General Meeting of the Company duly convened and held on 22nd December 1993 the following resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

THAT the Authorised Share Capital of the Company be increased to £6,570,000 by the creation of 3,000,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount (including the amount of any relevant securities already issued at the date of this Resolution) of £6,570,000, such authority to expire five years after the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement as if such authority had not expired

Signed

Chairman

