

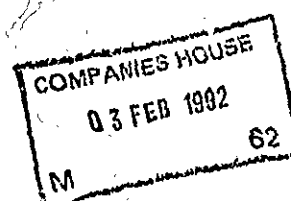
No. 2070305

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

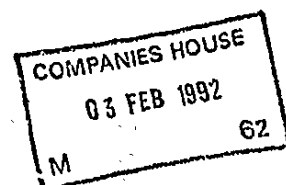
I hereby certify that

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

CHAINDELIA LIMITED

having by special resolution changed its name, is now

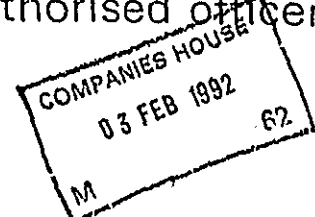
incorporated under the name of

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



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

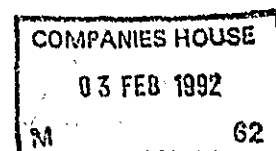
MEMORANDUM OF ASSOCIATION

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 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.

(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 transierable 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 give 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