

**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 letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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2681442

Name of company

* HOWARTH NOT LIMITED

* Insert full
name of CompanyI, SUZANNE CHRISTIAN HART
of 12 YORK PLACE LEEDS† 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 12 YORK PLACE

Declarant to sign below

LEEDS
the FIFTH day of MARCH
One thousand nine hundred and NINETY
before me [Signature]

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

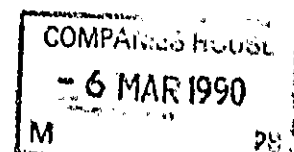
Presenter's name address and
reference (if any):

**YORK PLACE COMPANY
SERVICES LIMITED**
12 YORK PLACE
LEEDS LS1 2DS
TEL: 0532 420222

For official Use

New Companies Section

Post room



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

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
(Address overleaf - Note 8)

For official use

* Insert full name
of company

Name of company

* HOWARTH NDT	LIMITED
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The intended situation of the registered office of the company on incorporation is as stated below

12 YORK PLACE	
LEEDS	
Postcode	LS1 2DS

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

YORK PLACE COMPANY SERVICES LIMITED	
12 YORK PLACE	
LEEDS	
Postcode	LS1 2DS

Number of continuation sheets attached (see note 1)

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

For official Use
General Section

Post room

Supplied by
York Place
Company Services Ltd

12 York Place
Leeds LS1 2DS
Tel 0532 420222



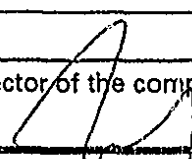
COMPANIES HOUSE

- 6 MAR 1990

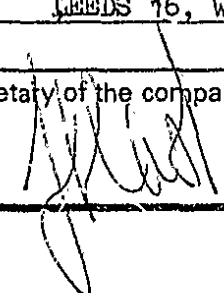
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The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) JONATHON CHARLES ROUND		Business occupation CHARTERED SECRETARY
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 35 WHARFE VIEW ROAD ILKLEY, WEST YORKSHIRE		Date of birth (where applicable) (note 6) 20.02.59
Postcode LS29 8DY		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		Date 5.3.90

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) SUZANNE CHRISTIAN HART	
Previous name(s) (note 3)	
Address (notes 4 & 7) 33 EAST CAUSEWAY, LEEDS 16, WEST YORKSHIRE	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date 5.3.90

Signature of agent on behalf of subscribers 	Date 5.3.90
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2681442
RWT 15-3

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
HOWARTH NDT LIMITED



1. The Company's name is HOWARTH NDT LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on business as a general commercial company and, without prejudice to the generality of the foregoing, all or any of the businesses of non destructive testing engineers, general engineers, precision engineers, mechanical engineers, motor engineers, aeronautical engineers, electrical engineers, constructional engineers, ironmasters, ironfounders, ironworkers, steel makers, blast furnace proprietors, brassfounders, metal makers, refiners and workers, sheet metal workers, metal stampers, metal piercers, die casters, die sinkers, turners, copper-smiths, tinsmiths, ore importers and workers, millwrights, wheelwrights, galvanizers, machinists, oxy-acetylene, electric and spot welders, japanners, annealers, enamellers, cellulose sprayers, electro and chromium platers, polishers, metal finishers, panel beaters, joiners, woodworkers, plastic moulders and workers, ironmongers, hardware dealers, warehousemen, storage contractors, carriers and haulage contractors; to manufacture, design, import, export, repair, install, maintain, act as merchants, shippers, distributors, lessors, lessees, letters on hire and agents for the sale of and dealers in engineering equipment, plant, machinery, components, accessories and supplies; to carry on business as manufacturers and repairers, hirers, lessors of, and dealers in machines and machinery generally, machine parts, machine and other tools, jigs, gears, gauges, moulds, dies, presses, implements, scientific and other instruments, forgings, castings, plates, nails, screws, boilers, engines, motor cars, motor lorries, trucks and other vehicles, motor car bodies, aeroplanes and other aircraft and accessories and spare parts therefor engineering equipment, requisites and supplies, ironmongery, hardware, household appliances, fittings, equipment and utensils, wireless goods, plastic goods, and metal goods of every description; to act as a finance and investment company in all its branches, licensed credit brokers, bankers, merchant bankers, investment bankers, capitalists, financiers, stock and share dealers, investment managers, insurance brokers and agents, and consultants to and managers of pension schemes and unit trusts, and to undertake, carry on, transact and execute all other kinds of financial, commercial, trading, trust and agency business and operations, to carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(b) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

(c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal

property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(d) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patents rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, 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 limiting competition, or for mutual assistance with 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, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

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

(h) To lend or advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.

(i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge 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.

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

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem

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conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.

(m) To promote any other company for the purpose of acquiring all or any of the 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.

(n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.

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

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.

(q) To pay out of the funds of the Company all costs and expenses of or incidental to 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.

(r) 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; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance; 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 as aforesaid and of their wives, widows, families and dependents, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

(s) To distribute any property of the Company in specie among the members.

(t) 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 it is hereby declared 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 the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

2. 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 such sub-clause contained the objects of a separate company; and

3. The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 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 and addresses of subscribers and number of shares taken by each subscriber

Suzanne Christian Hart
33 East Causeway
Leeds LS16 8JT

One

Jonathon Charles Round
35 Wharfe View Road
Ilkley LS29 8DY

One

Dated 2 January 1990

Witness to the above signatures

Andrew Dutton
12 Lime Crescent
Wakefield
West Yorkshire
WF2 6RY

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF HOWARTH NDT LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided 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.

(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) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may (subject to Section 80 of the Act and to the provisions of this Article) allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company in General Meeting and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities 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 Section 80 of the Act) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(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 the 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.

SHARES

3. The lien conferred by Regulation 8 in Table A shall attach to all shares whether fully paid or not and to all shares 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. Regulation 8 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. Regulation 41 of Table A shall not apply. 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.

APPOINTMENT OF DIRECTORS

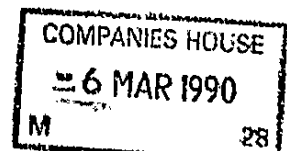
5. (a) Regulation 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution 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 Regulation 89 in Table A shall be modified accordingly.

(c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

(d) The Company 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 addition to the existing Directors.

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(e) 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, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Article.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued 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 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

7. 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 Regulation 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

8. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

9. At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway 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. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

INDEMNITY

10. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

TRANSFER OF SHARES

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

Names and Addresses of Subscribers

Suzanne Christian Hart
33 East Causeway
Leeds LS16 8JT

Jonathon Charles Bound
35 Wharfe View Road
Ilkley
LS29 8DY

Dated 2 January 1990

Witness to the above signatures

Andrew Dutton
12 Lime Crescent
Wakefield
West Yorkshire
WF2 6RY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2481442

I hereby certify that

HOWARTH NDT 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 15 MARCH 1990

E. Owen
MRS E. OWEN

an authorised officer

CON 33810 RWT

Anti no. 0844



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 2481442.

COMPANY NAME HOWARTH NDT LIMITED.

At an Extraordinary General Meeting of the members of the
above named company, duly convened and held at:

5, Chestnut Close, WITNEY, Oxfordshire.

on the 10th day of August 1990,

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME NON-DESTRUCTIVE INSPECTION SERVICES LIMITED.

Signature: *[Signature]*
Company Secretary.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2481442

I hereby certify that

HOWARTH NDT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

NON-DESTRUCTIVE INSPECTION SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 SEPTEMBER 1990

M. Rose
M. ROSE

an authorised officer



COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

248144-2

Name of company

NON-DESTRUCTIVE INSPECTION SERVICES LTD

*Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:

Important

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

Day Month

3 11 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

+ Insert

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

Signed

R. M. H. H. H. H. H.

Designation +

SECRETARY

Date 27-11-90

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

For official use

D.E.B.

Post room

CU SE
- 3 DEC 1990
M 80

NON-DESTRUCTIVE INSPECTION SERVICES LIMITED

COMPANY NUMBER 2481442

SPECIAL RESOLUTION pursuant to section 250 of the Companies Act 1985.

At an extraordinary meeting of the members of the above company held at 5 Chestnut Close, Witney, Oxon on 9th April 1990 the following resolution was passed:

That in accordance with Section 250 of the Companies Act 1985, the company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

Signed...  Director

Date.... 9: April. 1990....

