

THE COMPANIES ACTS 1985 TO 1989**PRIVATE COMPANY LIMITED BY SHARES****MEMORANDUM OF ASSOCIATION OF****HALCYON ELECTRICS LIMITED**

1. The Company's name is "HALCYON ELECTRICS LIMITED".
2. The Company's Registered office is to be situated in England and Wales.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business of an investment company and for the purpose of any such business:
 - (i) to acquire, invest in and hold by way of investment shares (including shares in subsidiary companies), stocks, debentures, debenture stock, bonds, obligations, certificates of deposit, bills of exchange and securities of all kinds created, issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world, or by any company, bank, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, units of or participations in any unit trust scheme, mutual fund or collective investment

scheme in any part of the world, policies of assurance and any rights and interests to or in any of the foregoing, and from time to time to sell, exchange, vary or dispose of any of the foregoing; and

- (ii) to acquire (by way of investment or otherwise) by purchase, lease, exchange, hire or otherwise lands and real or personal property of any kind or of any tenure or any interest in the same; to erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon and generally to manage, deal with and improve the property of the Company; and to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, and other property of the Company.
- (b) To establish and/or carry on any other business or businesses which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit this Company or to enhance the value of or render profitable any of the Company's properties or rights.
- (c) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.
- (d) To advance, deposit or lend money, securities and/or property to or with such persons, and on such terms as may seem expedient and to discount, buy, sell and deal in bills, notes, warrants, coupons, options and futures contracts and other negotiable or transferable securities, documents or rights.
- (e) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations, certificates of deposit, bills of exchange, securities, units, participations, policies of assurance,

rights or interests aforesaid by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, to enter into underwriting and similar contracts with respect thereto and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

- (f) To give away, dispose of or transfer the assets and/or undertaking of the Company to any person or persons on any terms whatsoever or to dispossess the Company of its ownership of its assets on any terms whatsoever in either case whether or not for any consideration if the Company in its sole discretion deems any such action to be in the interests of its creditors and shareholders and whether or not any such action could be regarded as being in the interests of the Company or its business, and to create such trust or trusts and grant such powers of attorney or other powers and to do such other acts or things as may be desirable or necessary to carry out, or assist the carrying out of, any such action.
- (g) To carry out business as capitalists and financiers, and to undertake and carry on all kinds of financial, trust, agency, broking, and other operations including underwriting, issuing on commission or otherwise of stocks and securities of all kinds.
- (h) To receive monies on loan and to borrow or raise money in any currency.
- (i) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over any part of the undertaking and assets of the Company, wherever situate, including 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 with and subject to such rights, powers, privileges and conditions as may be thought fit, securities or other obligations, and collaterally or further to secure any securities or obligations of the Company by trust deed or other assurance.

- (j) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situated, resident, formed or incorporated, including, but without limitation, any company which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (k) To enter into any arrangements with any government, or authority, supreme, municipal, local or otherwise, and to obtain from any government or authority any rights, concessions and privileges that may seem conducive to the objects of the Company or any of them.
- (l) To act as secretaries, managers, registrars or transfer agents for any other company.
- (m) To employ experts to investigate and examine into the conditions, prospects, values, character and circumstances of any business, concern or undertaking and generally of any assets, concessions, properties or rights.
- (n) To take out, acquire, surrender and assign policies of assurance with any insurance company or companies it may think fit payable at fixed or uncertain dates or upon the happening of any contingency whatsoever and to pay the premiums thereon.
- (o) To promote and aid in promoting, constituting, forming or organising companies, syndicates or partnerships of all kinds for the purposes of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof, or for any other purpose which this Company may think expedient.

- (p) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company.
- (q) To enter into partnership or into any arrangement for sharing profits, union of interests, joint venture, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal and hold, sell, re-issue, or otherwise deal with shares or stock in or securities or obligations of any such venture aforementioned, and to subsidise or otherwise assist any such securities or obligations or any dividends upon any such shares or stock.
- (r) To apply for, purchase or otherwise acquire any patents, licences and like rights, conferring an exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (s) To acquire and carry on all or any part of the business or property, and to undertake all liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any fully or partly paid up shares, debentures, or obligations of this Company.
- (t) To create, issue, make, draw, accept and negotiate redeemable debentures or bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (u) To distribute among the members of the Company in specie any assets of the Company or any proceeds of sale or disposal of

any assets of the Company and in particular to repay any surplus or premiums on any shares of the Company but so that no distribution amounting to a reduction of the nominal paid up capital of the Company be made.

- (v) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property real or personal of the Company upon such terms as the Company may think fit, with power to accept as the consideration, any shares, stocks, debentures, securities or obligations of or interest in any other company.
- (w) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all the expenses of or incidental to such promotion.
- (x) To pay out of the funds of the Company all expenses which the Company may lawfully pay incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares or debentures.
- (y) To safeguard the interests of its creditors and shareholders in any manner whatsoever in connection with which the Company may do and authorise all acts and things which it in its sole discretion deems necessary or desirable.
- (z) To carry out all or any of the objects aforesaid in any part of the world, and as principals, agents, contractors or otherwise, and by or through trustees, agents, attorneys or otherwise, and either alone or in conjunction with others.
- (aa) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of any of the above objects or any of them.
- (bb) To procure the Company to be registered or recognised in any country or place abroad.

Names and Addresses
of Subscribers

Number of Shares Taken
by Each Subscriber

- | | | |
|----|--|-----|
| 1. | Instant Companies Limited
2 Baches Street
LONDON N1 6UB | One |
| 2. | Swift Incorporations Limited
2 Baches Street
LONDON N1 6UB | One |

Total shares taken	Two
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Dated this 4th day of August 1992

Witness to the above Signatures:

Mark Anderson
2 Baches Street
LONDON N1 6UB

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, 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 from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clause contained the objects of a separate company. 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, resident or carrying on business in any part of the United Kingdom or elsewhere.

4. The liability of the Members is limited.
5. The Company's share capital is ~~£1,500,000,000~~^{£2,500,000,000} divided into ~~1,500,000,000~~^{2,500,000,000} 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.

* INCREASE OF AUTHORISE SHARE CAPITAL FOLTERHER TO MEETING HELD 10/3/2003