



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

Company No. 2924887

The Registrar of Companies for England and Wales hereby certifies that
EAGLEBAY LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 3rd May 1994


P. LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

COMPANIES FORM No. 12

Statutory Declaration of compliance
with requirements on application
for registration of a company

12

Please do not write
in this margin

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

To the Registrar of Companies

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

* Insert full name
of company.

For official use

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For official use

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Name of Company

* EAGLEBAY LIMITED

I, JOANNA SABAN SIGNING ON BEHALF OF ASHCROFT CAMERON NOMINEES LIMITED
of 5 HOLYWELL HILL, ST ALBANS, HERTFORDSHIRE, AL1 1EU

1 Delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Secretary or director of the company]~~
[person named as ~~secretary~~ director 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 5 HOLYWELL HILL
ST ALBANS
HERTFORDSHIRE AL1 1EU

Declarant to sign below

the TWENTY FIFTH day of APRIL
One thousand nine hundred and NINETY FOUR

J. Saban

before me *[Signature]*

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

A Commissioner for Oaths†

(A. G. Brown)

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

ASHCROFT CAMERON
5 HOLYWELL HILL
ST ALBANS
HERTS AL1 1EU

For official use

New companies section

Post room





COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

EAGLEBAY LIMITED

Registered office of the company on
incorporation.

RO

5 HOLYWELL HILL

Post town ST ALBANS

County/Region HERTFORDSHIRE

Postcode AL1 1EU

☒ X

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

Name ASHCROFT CAMERON LIMITED

RA

5 HOLYWELL HILL

Post town ST ALBANS

County/Region HERTFORDSHIRE

Postcode AL1 1EU

Number of continuation sheets attached ☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

ASHCROFT CAMERON LIMITED

5 HOLYWELL HILL, ST ALBANS

HERTFORDSHIRE

Postcode AL1 1EU

Telephone 0727 847523

Extension

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS	
ASHCROFT CAMERON SECRETARIES LIMITED (REGISTERED IN	
ENGLAND & WALES No. 2641983)	
5 HOLYWELL HILL	
Post town	ST ALBANS
County/Region	HERTFORDSHIRE
Postcode	AL1 1EU
Country	U.K.
I consent to act as secretary of the company named on page 1 FOR AND ON BEHALF OF ASHCROFT CAMERON SECRETARIES LIMITED	
Signed	<i>KRM</i> <i>naant</i>
Date	25-4-94

CD	
ASHCROFT CAMERON NOMINEES LIMITED (REGISTERED IN	
ENGLAND & WALES No. 2461038)	
5 HOLYWELL HILL	
Post town	ST ALBANS
County/Region	HERTFORDSHIRE
Postcode	AL1 1EU
Country	U.K.
DO	
OC	
OD	
I consent to act as director of the company named on page 1 FOR AND ON BEHALF OF ASHCROFT CAMERON NOMINEES LIMITED	
Signed	<i>KRM</i> <i>naant</i>
Date	25-4-94

Directors (continued)
(See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

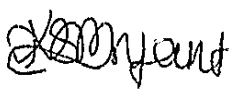
Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date 25-4-91

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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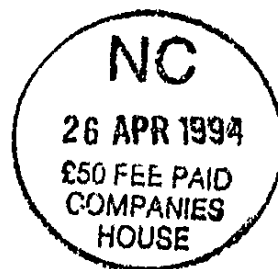
Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

EAGLEBAY
LIMITED



1. The Company's name is Eaglebay Limited.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:
 - (a) To carry on business as a general commercial company and in this connection to carry on in the United Kingdom and elsewhere any business for profit, directly or indirectly, whether by itself and in its own name or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere, in all or any of its branches any business, undertaking, project or enterprise of any character whether private or public and all or any trades, activities and processes connected therewith or ancillary and complementary thereto; to act as an investment, holding and management company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company; to carry on all or any of the businesses of general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, agents, representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, electric, industrial and agricultural equipment and items and accessories and spare parts of every description, franchise operators; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in electronic and engineering equipment of every kind, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance, technical, economic and financial matters; to create establish and maintain an organisation for the purchase, sale, vending, distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description; to carry on the business of haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale land and buildings and other property of any tenure or any interest therein; and to act as merchants generally.

585789

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to increase the value of or make more profitable all or any of its properties, assets, rights or interests.
- (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, copyright, know how, licences, secret processes, trade and service marks, designs, protections and concessions and to disclaim, alter, modify, renew, develop, 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 and 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 any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, 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 any of the property and effects 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 or dispose of any investment made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit, loan or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (i) To borrow and raise money in such manner as the Company shall think fit 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 to it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, documents of title and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional 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 which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application 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 or concessions which the Company may think desirable.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (o) 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.
- (p) 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 the securities of the Company.
- (q) 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, 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 or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and 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 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.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or 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 aforesaid.
- (s) To sell or otherwise dispose of the whole or 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.

- (l) To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the company may consider desirable and without prejudice to the generality thereof and with or without the company receiving any consideration to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the company or otherwise) for the performance of the obligations of any company, firm or person and the payment of the principal of the dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.
- (n) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the company, and to exchange or convert from time to time any such securities.
- (v) To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the company's funds to any association or fund calculated directly or indirectly to benefit the company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the company or such person, firm or other company, subject to the liabilities of the company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary, deferred or otherwise) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the company, or such as may be deemed likely to advance in any way the interests of the company.
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, 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.
- (x) To procure the company to be registered or recognised in any part of the world and 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 things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them, in any part of the world.

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 the object or objects therein specified 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 said sub-clauses as if each 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 body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company.

We, the Subscribers of 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**

Ashcroft Cameron Nominees Limited
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

ONE

J. Saban

For and on behalf of
Ashcroft Cameron Nominees Limited

Ashcroft Cameron Secretaries Limited
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

ONE

J. Saban

For and on behalf of
Ashcroft Cameron Secretaries Limited

Dated this 25th day of April 1994

Witness to the above Signatures:

Karina Jane Bryant
5 Holywell Hill
ST ALBANS
Herts AL1 1EU

K. Bryant

Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

EAGLEBAY
LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73 to 80 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopted the same".

INTERPRETATION

3. In these Articles the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.

ALLOTMENT OF SHARES

4. (a) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.

(b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
5. The pre-emption provisions of Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

LIEN ON SHARES

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

8. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
9. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

10. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.
11. The Directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
12. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

BORROWING POWERS

14. 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 security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

15. (a) A Director, or any such other person as is mentioned in regulation 65 of 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.

(b) 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 appointer as such appointer 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.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

INDEMNITY

17. Subject to the provisions of section 310 of the Act 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 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 Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other 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. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Ashcroft Cameron Nominees Limited
5 Holywell Hill
ST ALBANS
Herts AL1 1EU

J. Saban
For and on behalf of
Ashcroft Cameron Nominees Limited

Ashcroft Cameron Secretaries Limited
5 Holywell Hill
ST ALBANS
Herts AL1 1EU

J. Saban
For and on behalf of
Ashcroft Cameron Secretaries Limited

Dated this 25th day of April 1994

Witness to the above Signatures:

Karina Jane Bryant
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

K. Bryant



**GERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2924887

The Registrar of Companies for England and Wales hereby certifies that
EAGLEBAY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ADWEST ELECTRICAL SYSTEMS LIMITED

Given at Companies House, Cardiff, the 10th June 1994


P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

ACCEPT UNSTAMPED £ 50
NC/CR 60767
SIGNED C. Francis
DATE 7-6-94

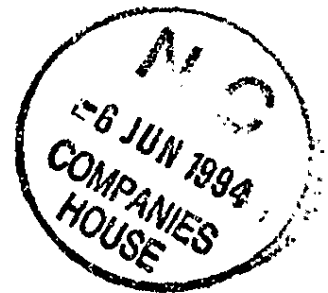
COMPANIES ACT 1985

SPECIAL RESOLUTION

OF EAGLEBAY LIMITED

COMPANY NUMBER 2924887

Passed 1st June 1994



AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 5 Holywell Hill, St Albans, Hertfordshire, AL1 1EU on the 1st day of June 1994 the following SPECIAL RESOLUTION was duly passed:

THAT THE NAME OF THE COMPANY BE CHANGED TO:

ADWEST ELECTRICAL SYSTEMS LIMITED

J. Saban

Chairman

ASHCROFT CAMERON - CHARTERED SECRETARIES
5 Holywell Hill, St Albans, Herts, AL1 1EU

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF ADWEST ELECTRICAL SYSTEMS LIMITED

COMPANY NUMBER 2924887

Passed 13th June 1994

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 5 Holywell Hill, St Albans, Hertfordshire, AL1 1EU on the 13th day of June 1994 following SPECIAL RESOLUTION was duly passed:

That the Memorandum of Association of the Company be altered with respect to the objects of the Company by adopting in substitution for and to the exclusion of the present objects clause 3(a) the new objects clause 3(a) submitted to the meeting and annexed hereto.

[Signature]

Chairman

ASHCROFT CAMERON - CHARTERED SECRETARIES
5 Holywell Hill, St Albans, Herts, AL1 1EU



*****26F*

0251RECEIPT DATE:17/06/94

The Companies Acts 1985 and 1989

Private Company Limited by Shares

Company Number 2924887

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

ADWEST ELECTRICAL SYSTEMS LIMITED

(Nmac changed from Eaglebay on 10th June 1994)

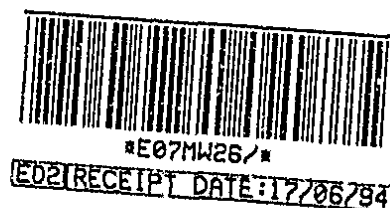
Incorporated the 3RD day of MAY 1994

ASHCROFT CAMERON

CHARTERED SECRETARIES

11 Beaumont Gate
Shenley Hill
Radlett
Herts
WD7 7AR

Tel: (0923) 855806
Fax: (0923) 859019



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ADWEST ELECTRICAL SYSTEMS
LIMITED

(As Amended by a Special Resolution of the Company dated 13-6-94)

1. The Company's name is Adwest Electrical Systems Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The company's main objects are:
 - (a) To carry on all or any of the businesses of general and electrical engineers, electricians, mechanical engineers, sheet metal workers, mechanical manufacturers, designers, assemblers, installers, maintainers, repairers, hirers, letters on hire, importers, exporters and distributors of, agents for and dealers in, electrical, engineering and electronic goods, equipment, devices, appliances, accessories and supplies of every description, and cable joiners, heating, lighting, radio, television, telephone, telecommunication, and mechanical engineers; to undertake consultancy and advisory services in relation to all aspects of the engineering, electrical and electronic industries; to carry on business as owners, proprietors and operators of laboratories and development centres of all kinds, and to undertake the design, development, production, manufacture and sale of specialised instruments and equipment of all descriptions relating to the conservation of energy through the use of solar, sea, wind, electrical, gas, oil or nuclear power or by any other means, and for any other purpose; to undertake the compilation, editing, production and publication of technical data processes and books, magazines, periodicals, trade journals and other literature of all descriptions; to carry on business as dealers in and manufacturers, fitters, maintainers, repairers and merchants of household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; to carry on all or any of the businesses of general builders and contractors, property repairers and developers, builders' merchants, plant hire specialist, metallurgists, boiler makers, smiths and fitters, wire-drawers, tube-makers, tin-plate workers, sheet-metal manufacturers, workers and dealers, tanners, galvanisers, platers, metal foundries, converters and moulders, millwrights, annealers and enamellers, plastics workers and moulders, painters and decorators, carpenters, glaziers, proprietors and operators of, and dealers in, barges, oil rig platforms and drilling rigs, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousmen; to enter into any contracts or other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine; and to act as merchants generally.

- (h) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to increase the value of or make more profitable all or any of its properties, assets, rights or interests.
- (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, copyright, know how, licences, secret processes, trade and service marks, designs, protections and concessions and to disclaim, alter, modify, renew, develop, 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 and 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 any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, 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 any of the property and effects 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 or dispose of any investment made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit, loan or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (i) To borrow and raise money in such manner as the Company shall think fit 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 to it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, documents of title and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional 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 which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application 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 or concessions which the Company may think desirable.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (o) 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.
- (p) 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 the securities of the Company.
- (q) 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, 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 or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and 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 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.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or 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 aforesaid.
- (s) To sell or otherwise dispose of the whole or 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.

- (i) To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the company may consider desirable and without prejudice to the generality thereof and with or without the company receiving any consideration to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the company or otherwise) for the performance of the obligations of any company, firm or person and the payment of the principal of the dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.
- (ii) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the company, and to exchange or convert from time to time any such securities.
- (v) To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the company's funds to any association or fund calculated directly or indirectly to benefit the company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the company or such person, firm or other company, subject to the liabilities of the company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary, deferred or otherwise) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the company, or such as may be deemed likely to advance in any way the interests of the company.
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, 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.
- (x) To procure the company to be registered or recognised in any part of the world and 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 things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them, in any part of the world.

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 the object or objects therein specified 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 said sub-clauses as if each 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 body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company.

We, the Subscribers of 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**

Ashcroft Cameron Nominees Limited
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

ONE

For and on behalf of
Ashcroft Cameron Nominees Limited

Ashcroft Cameron Secretaries Limited
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

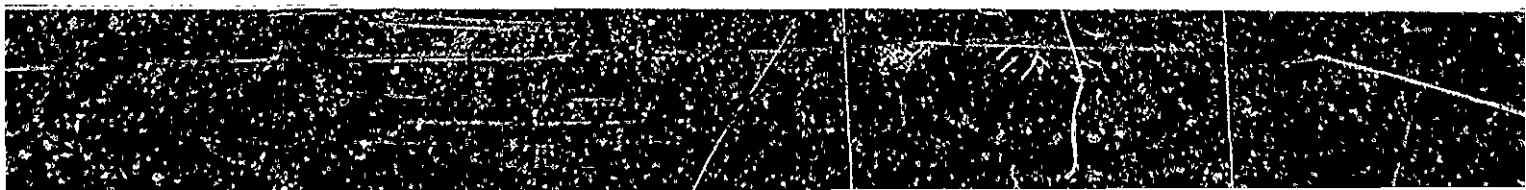
ONE

For and on behalf of
Ashcroft Cameron Secretaries Limited

Dated this 25th day of April 1994

Witness to the above Signatures:

Karina Jane Bryant
5 Holywell Hill
ST ALBANS
Herts AL1 1EU



Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES

Articles of Association

OF

EAGLEBAY
LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73 to 80 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopted the same".

INTERPRETATION

3. In these Articles the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.

ALLOTMENT OF SHARES

4. (a) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.

(b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
5. The pre-emption provisions of Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

LIEN ON SHARES

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

8. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
9. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

10. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.
11. The Directors may appoint a person who is willing to act to be a director, either to fill a casual vacancy or as an additional Director, and the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
12. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

BORROWING POWERS

14. 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 security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

15. (a) A Director, or any such other person as is mentioned in regulation 65 of 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.

(b) 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 appointer as such appointer 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.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

INDEMNITY

17. Subject to the provisions of section 310 of the Act 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 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 Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other 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. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Ashcroft Cameron Nominees Limited
5 Holywell Hill
ST ALBANS
Herts AL1 1EU

For and on behalf of
Ashcroft Cameron Nominees Limited

Ashcroft Cameron Secretaries Limited
5 Holywell Hill
ST ALBANS
Herts AL1 1EU

For and on behalf of
Ashcroft Cameron Secretaries Limited

Dated this 25th day of April 1994

Witness to the above Signatures:

Karina Jane Bryant
5 Holywell Hill
ST ALBANS
Herts
AL1 1EU

G

Notice of accounting

reference date

(to be delivered within 9 months of incorporation)

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

To the Registrar of Companies

For official use

Company Number

--	--	--

2924887

Name of Company

Adwest Electrical Systems 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:

Day Month

3	0	0	6
---	---	---	---

Signed *A. G. Confavreux*Designation *SECRETARY*Date *24.6.94*Presentor's name, address,
telephone number and
reference (if any):Ref: AGC
A G Confavreux
Adwest Group p.l.c.
Woodley
READING
Berkshire RG5 4SNFor official use
D E B

Post room



ADQGN2HT

A261RECEIPT DATE: 28/06/94

CHAPP

EXTRACT OF
Minutes of Extraordinary General Meeting of
Adwest Electrical Systems Limited held on 30 June 1994
at the Registered Office Woodley, Reading, Berkshire, RG5 4SN

COMPANY NO 2924887

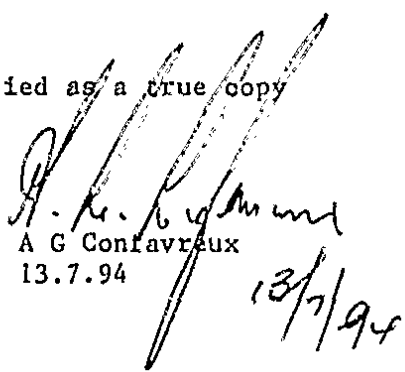
Present: G R Menzies (representing Adwest Group plc)

2. Special Resolution

- a) IT WAS RESOLVED that the revised Articles of Association which had been recommended by the Board be and are hereby adopted.


G R Menzies

Certified as a true copy


A G Confavreux
13.7.94



AJX242Y8

A04/RECEIPT DATE: 15/07/94

No. 2924887

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
of

Adwest Electrical Systems Limited

Incorporated the 3 May 1994

(New Articles adopted by Special Resolution passed the 30 June 1994)

.....
CHAIRMAN



AJXZ52Y9

A041RECEIPT DATE:15/07/94

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

Adwest Electrical Systems Limited

(adopted by Special Resolution passed on 30 June 1994)

PRELIMINARY

1. The Regulations, contained in Table A of 1985 and 1989 Companies Act, as prescribed by regulations made by the Secretary of State, shall, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, apply to the Company.
2. The expression "these presents" means these Articles of Association including the Schedule hereto which forms part thereof, all as originally framed or as from time to time altered by Special Resolution.

SHARE CAPITAL

3. The share capital of the Company at the adoption of these presents is as stated in the Schedule hereto.

SHARES

4. Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
5. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 23 of Table A shall not apply.

LIEN

6. Regulation 8 of Table A shall be read and construed as if the words "(not being a fully paid share)" were deleted therefrom.

GENERAL MEETINGS

7. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum. Regulation 41 of Table A shall not apply.
8. Subject to the provisions of the Act a Resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such Resolution was to be proposed or by their duly appointed Attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their Attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed Attorney. Regulation 53 of Table A shall not apply.
9. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be construed accordingly.

DIRECTORS

10. Unless and until determined by the Company in general meeting the number of directors shall be not less than one.
11. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.
12. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.
13. Each Director shall have the power by writing under his hand to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director.

14. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

I
a Director of the above Company, do hereby appoint
of
to act as alternate Director in my place during my absence and to exercise and discharge all my duties as Director of the Company.

AS WITNESS my hand the day of 19

15. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 317 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any Meeting at which he is present. Regulation 85 of Table A shall be modified accordingly.
16. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply.
17. The Board may delegate any of its powers, authorities and discretions to committees, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.
18. The office of a Director shall be vacated if the Director:-
- (a) is removed from office pursuant to Article 19 of these presents; or
 - (b) resigns his office by notice in writing to the Company.

Regulation 81 of Table A shall not apply.

19. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

PROCEEDINGS OF DIRECTORS

20. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 93 of Table A shall not apply.

BORROWING POWERS

21. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge 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, without any restriction as to amount or otherwise.

MANAGING DIRECTOR

22. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director.
23. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise, howsoever, whether similar to the foregoing or not) as the Directors may determine.

PENSIONS AND ALLOWANCES

24. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

THE SCHEDULE hereinbefore referred to

1. The authorised share capital of the Company at the adoption of these presents is divided as follows:-

Class of Shares Authorised	Number of Shares Share	Nominal Value per
Ordinary Shares	100	100p