FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 2984371

The Registrar of Companies for England and Wales hereby certifies that AUTOMATION INDUSTRIES 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 28th October 1994



N02984371L

Maria

For the Registrar of Companies





COMPANIES FORM No. 12

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



Please do not write in this margin Pursuant to section 12(3) of the Companies Act 1985

· · · · · · · · · · · · · · · · · · ·		!	
	To the Registrar of Companies	For official use For official use	
ease complete gibly, preferably			
black type, or ld block lattering	Name of company	Ent the manner was reported by the property of	
	* AUTOMATION INDUSTRIES LIMITED		
nsert full name of Company			
	i, John Michael Steven Heaphy		
	of 125 VICTORIA STREET HARTSHILL STOKE	E ON TRENT ST4 6HA	
delete a s appropriate	do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]† [person named to director or operatory of the company in the statement delivered to the registrar. under section 10[3]]† 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		
	the 21st day of Ocrober One thousand nine hundred and Mirety Four		
	before me A. Railey		
	A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.	of n	
		· · · · · · · · · · · · · · · · · · ·	

Presentor's name address and reference (if any):
KENT JONES AND DONE CHURCHILL HOUSE
47 REGENT ROAD
HANLEY
STOKE ON TRENT
ST3 1RQ

For official Use New Companies Section



Jordan & Sons Limited

र्वकरतृहरमङ्

21 St. Thomas Street, Bristol BS1 6JS Tel: 0272 230600 Telex 449119

2.89

Printed and supplied by

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS Tel: 0272 230606 Telex 449119



10

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

This form	should be	completed	ĺn	black.

Title form enough be completed in bisck.			
_	[cn]	For official use	
Company name (in full)	AUTOMATION INDUSTRIES LIMIT		
Registered office of the company on incorporation,	RO MAIN -KOAD		
	BRERETON		
	Post town RUGELEY		
	County/Region STAFFORDSHIR	<u> </u>	
	Postcode WS15 1DR		
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.	X		
	Name KENT JONES A	ND DONE	
	RA CHURCHILL HOUSE, 47 1	REGENT ROAD	
,	HANLEY		
y , 1	Post town STOKE ON TRENT	·	
	County/Region STAFFORDSHIRE	`	
. 5	Postcode ST1 3RQ		
Number of continuation sheets attached			
To whom should Companies House direct any enquiries about the	KENT JONES AND DONE		
information shown in this form?	CHURCHILL HOUSE 47 REGENT RO	DAD_HANLEY	
	STOKE ON TRENT	Postcode ST1 3RQ	
	Telephone 0782 202020	Extension	

AD 25 AMPLEFORTH DRIVE Consent signature Signature Signature Signature Consent signature Signature Signature Consent signature Signature Signature Consent signature Signature Signature Consent signature Signature Signature Signature Consent signature Signature Signature Signature Country/Region Stafford County/Region	4
Forenames Surname *Honours etc Previous forenames Previous surname ddress sual residential address must be given, the case of a corporation, give the gistered or principal office address. County/Region STAFFORD Consent signature Consent signature Signed Date 21/10/94 Postuode ST17 4TE Country ENCLAND I consent to act as secretary of the company named on page 1 Consent signature Signed Date 21/10/94 DAVID LESLIE SAMMONS *Honours etc Previous forenames Surname *Honours etc Previous forenames Previous forename	(
Surname *Honours etc Previous forenames Previous surname Iddress wal residential address must be given, the case of a corporation, give the pistered or principal office address. County/Region STAFFORD County/Region STAFFORDSHIRE Post town STAFFORD County/Region STAFFORDSHIRE Post town STAFFORD Consent signature Signed Date 21/10/94 Previous (See notes 1 - 5) case list directors in alphabetical order, arme *Style/Title Forenames Surname *Annours etc Previous forenames Previous foren	
*Honours etc Previous forenames Previous surname dress Lairesidential address must be given, the case of a corporation, give the distered or principal office address. County/Region STAFFORD County/Region STAFFORD Consent signature Consent signature Signed Date 21/10/94 Forenames Surname *Style/Title Forenames Previous forenam	
Previous forenamea Previous surname dress AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD County/Region STAFFORDSHIRE Postcode ST17 4TE Country ENGLAND I consent to act as secretary of the company named on page 1 Signed Consent signature Prectors (Scenetal 3 - 5) are list directors in alphabetical order, me *Style/Title Forenames Surname *Honours etc Previous forenames Previous foren	
Previous surname itress Ital residential address must be given, he case of a corporation, give the istered or principal office address, County/Region STAFFORD Country/Region STAFFORDSHIRE Postcode ST17 4TE Country ENGLAND I consent to act as secretary of the company named on page 1 Consent signature Signed Date 21/10/94 Prectors (see notes 1-3) are list directors in alphabetical order, me *Style/Title Forenames Surname *Honours etc Previous forenames Previous surname diress Ital residential address must be given, he case of a corporation, give the istered or principal office address. Post town STAFFORD	
AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD County/Region STAFFORD Consent signature Consent signature Consent signature Consent signature Consent signature Signed Consent signature Postcode ST17 4TE Country ENGLAND I consent to act as secretary of the company named on page 1 Signed Date 21/10/94 CD MR DAVID LESLIE Surnarne *Style/Title Forenames SAMMONS *Honours etc Previous forenames Previous forenames Previous surname dress Lal residential address must be given, he case of a corporation, give the istered or principal office address. Post town STAFFORD	
al residential address must be given, the case of a corporation, give the stered or principal office address. County/Region STAFFORD Country/Region STAFFORD Consent signature Consent signature Signed Consent to act as secretary of the company named on page 1 Signed Date 21/10/94 Cotors (See notes 1 - 5) se list directors in alphabetical order, me *Style/Title Forenames Surname *Honours etc Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	
Post town STAFFORD County/Region STAFFORD Country/Region STAFFORD Country/Region STAFFORD Post town STAFFORD Country ENGLAND I consent to act as secretary of the company named on page 1 Signed Date Q1/10/94 Cotors (Sceneta 1 - 5) See list directors in alphabetical order, me Style/Title Forenames Surname AD DAVID LESLIE SAMMONS Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE AD 25 AMPLEFORTH DRIVE Post town STAFFORD	
Post town STAFFORD County/Region STAFFORD County/Region STAFFORDSHIRE Postcode ST17 4TE Country ENGLAND I consent to act as secretary of the company named on page 1 Consent signature Signed Date Q1/10/94 Cotors (Scenotes 1 - 5) We list directors in alphabetical order. The Style/Title Forenames Surname *Honours etc Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	•
Postcode ST17 4TE Country ENGLAND I consent to act as secretary of the company named on page 1 Consent signature Signed Date 21/10/94 Signed Date 21/10/94 CD MR DAVID LESLIE Surname *Honours etc Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	
Consent signature Signed Signed Date 21/10/94 Coctors (See notes 1 - 5) See list directors in alphabetical order. The Style/Title Forenames Surname *Honours etc Previous forenames Previous forenames Previous surname Itress all residential address must be given. the case of a corporation, give the stered or principal office address. Post town Stafford	
Consent signature Signed Signed Date 21/10/94 Coctors (See notes 1 - 5) see list directors in alphabetical order. The Style/Title Forenames Surname *Honours etc Previous forenames Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	
CD MR Forenames DAVID LESLIE Surname *Annous etc Previous forenames Previous surname Iress al residential address must be given. ne case of a corporation, give the stered or principal office address. Post town STAFFORD	;
Previous surname Applications of a corporation, give the istered or principal office address. Previous 1-5) Samuel MR DAVID LESLIE SAMMONS SAMMONS Application of the series of a corporation, give the istered or principal office address. Series of a corporation of the series	
The style/Title Forenames Surname SAMMONS Previous forenames Previous surname AD	٠) أرور
The *Style/Title Forenames DAVID LESLIE DAVID LESLIE Surname SAMMONS *Honours etc Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	.≈, ; ,ç,
Forenames Surname SAMMONS *Honours etc Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE QUEENSVILLE et case of a corporation, give the stered or principal office address. Post town STAFFORD	
Surname *Honours etc Previous forenames Previous surname Iress al residential address must be given, be case of a corporation, give the stered or principal office address. SAMMONS SAMMONS QUEENSVILLE Post town STAFFORD	
Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE OUEENSVILLE De case of a corporation, give the stered or principal office address. Previous forenames AD 25 AMPLEFORTH DRIVE OUEENSVILLE Post town STAFFORD	
Previous forenames Previous surname AD 25 AMPLEFORTH DRIVE OUEENSVILLE e case of a corporation, give the stered or principal office address. Previous forenames AD 25 AMPLEFORTH DRIVE OUEENSVILLE Post town STAFFORD	
Previous surname AD 25 AMPLEFORTH DRIVE AD 25 AMPLEFORTH DRIVE QUEENSVILLE Post town STAFFORD	<u></u>
ress AD 25 AMPLEFORTH DRIVE OUEENSVILLE e case of a corporation, give the stered or principal office address. Post town STAFFORD	I
al residential address must be given. ne case of a corporation, give the stered or principal office address. OUEENSVILLE Post town STAFFORD	I
ne case of a corporation, give the stered or principal office address. Post town STAFFORD	
County/negion	II
Declards CTL7 ATT Country FNCIAND	
Postcode ST17 4TE Country ENGLAND	
Dr'e of birth DO 2 6 0 2 5 3 Nationality NA BRITISH	الب ر
Business occupation OC FINANCIAL CONTROLLER]
Other directorships OFFSHELF 213 LIMITED	
Diuntary details I consent to act as director of the company named on page 1	l
Consent signature Signed Date 21/10/94	

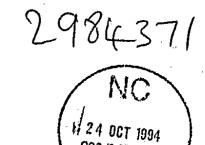
Directors (continued)	
(See notes 1 - 5) Name	*Ctulo /This	CD MR
izaitia	*Style/Title	
	Forenames	JACK CLIFFORD
	Surname	SHELDON
	*Honours etc	(1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-
	Previous forenames	
	Previous surname	
Address	, ,	AD 21 FALLOWFIELD DRIVE
Usual residentia	al address must be given,	BARTON-UNDER-NEEDWOOD
In the case of	a corporation, give the	. 1
redisteted of b	rincipal office address,	Post town BURTON ON TRENT
		County/Region STAFFORDSHIRE
	,	Postcode <u>DE13_8DH</u> Country <u>ENGLAND</u>
•	Date of birth	DO 013 111 4 13 Nationality NA BRITISH
,	Business occupation	OC MANAGING DIRECTOR
,	Other directorships	OD OFFSHELF 213 LIMITED
* Voluntary de	etails	I consent to act as director of the company named on page 1
.a	Consent signature	Signed 16. 1110 194.
•		Signed St. St. C. St. C
,		
	• • • • • • • • • • • • • • • • • • • •	Kent On x D
Delete if the form is signed by the subscribers.		Signature of agent on behalf of all subscribers Date 21/10/94
* ************************************		
;	, s	17
		Signed Date
Delete if the form is signed by an agent on behalf of	1.3	
all the subscribers	•	Signed Date
All the subscriber must sign either		Signed Date
personally or by a person or persons	3	
authorised to sign for them.		Signed Date
or the state of th	The state of the s	Signed Date
المراجعة المراجعة		

Signed

Date

The Companies Acts 1985-1989 Company limited by shares

Memorandum of Association of Automation Industries Limited



- 1 The name of the Company is Automation Industries Limited.
- 2 The registered office of the Company will be situate in England.
- 3.0The objects for which the Company is established are to do all or any of the following:
- 3.1to carry on the trades or businesses of or any business relating to designing, manufacturing, constructing, engineering, assembling, repairing, maintaining, buying, selling, hiring, importing, exporting, operating, developing or otherwise dealing in or with machinery, implements, apparatus, appliances, equipment and electronic and other devices of all kinds and to carry on the business of, and/or any business relating to, mechanical, electrical, scientific, chemical, aeronautical, marine, military, defence, industrial, transport and/or general engineers and/or manufacturers.
- 3.2to carry on the business of a general commercial company.
- 4 The liability of the members is limited.
- 5 The capital of the company is £35,000 divided into 35,000 ordinary shares of £1 each.

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

Names, addresses and descriptions Number of shares taken of subscribers by each subscriber

Mr Jack Clifford Sheldon

20,000

16.111

21 Fallowfield Drive
Barton-under-Needwood

Burton on Trent Staffordshire DE13 8DH

Managing Director

Mr David Leslie Sammons

15,000

25 Ampleforth Drive

Queensville

Stafford

Staffordshire

ST17 4TE

Financial Controller

Dated 21 october 1994

Witness to the above signatures

LOUISE HIBLING

ETCHINGHILL

RUSELEY

ST AFFORDSHIRE

TRAINEE SOLICITOR

KJD 78Th33/1bn 20.10.1994

9

The Companies Acts 1985 - 1989 Company limited by shares

Articles of Association
of
Automation Industries Limited

preliminary and interpretation

- 1.1 Except as mentioned in these articles the regulations contained in or made applicable by Table A ("Table A") in the schedule to The Companies (Tables A to F) Regulations 1985 S.I. 1985/805 amended by S.I. 1985/1052 shall apply to the Company.
- 1.2 Pursuant to the Companies (Single Member Private Limited Company)
 Regulations 1992 the Company may have one member.

share capital

- 2.1 The directors are authorised for a period expiring 5 years from the date on which these articles are adopted to exercise the power of the Company generally and without conditions to allot relevant securities (as defined in section 80 of the 1985 Act) up to a maximum amount of £35,000.
- 2.2 Section 89(1) of the Act (offers to shareholders on pre-emptive basis) shall not apply to the Company.

transfer of shares

In addition to the powers given by regulation 24 of Table A the directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

number of directors

4 Regulation 64 of Table A shall not apply to the Company. There may be a sole director and there shall be no maximum number of directors.

appointment and retirement of directors

- The directors shall not be subject to retirement by rotation, and accordingly regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.
- 6.0 Any member of members holding over 50% of the issued share capital of the Company may at any time by written notice to the Company do all or any of the following:
- 6.1 vary the number of directors of the Company;
- 6.2 appoint one or more additional directors; and
- 6.3 remove one or more directors from office.

proceedings of directors

7.1 For so long as any member of the Company or of any immediate or remoter holding company of the Company holds over 50% of the issued shares in the capital of the Company or any such holding company he (or in the case of a corporate shareholder its appointee) shall be the chairman of the directors and shall have 51% of the votes capable of being cast on any resolution of the directors.

7.2 In Regulation 89 of Table A after the words "shall be two" there shall be added the words "holding (or whose appointer holds) together over 50% of the issued shares in the capital of the Company or of any immediate or remoter holding company of the Company".

directors Interests

Regulation 94 of Table A shall not apply to the Company. If a director has complied with the duty of disclosure imposed by Regulation 85 of Table A and has done so in writing not less than three clear days (excluding Saturdays, Sundays and statutory or customary holidays) before the meeting at which the resolution is proposed, he shall be counted in the quorum and may vote at any meeting of the directors or committee of the directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material or does or may conflict with the interests of the Company.

Names, addresses and descriptions of subscribers

Mr Jack Clifford Sheldon

21 Fallowfield Drive
Barton-under-Needwood
Burton on Trent
Staffordshire
DE13 8DH
Managing Director

Mr David Leslie Sammons

25 Ampleforth Drive Queensville Stafford Staffordshire ST17 4TE Financial Controller - A - - -

Dated 21 October

1994

Witness to the above signatures

L. Fliblin. LOUISE HIBLIN. 10 THE CAKLANDS

ETCHINGHILL

BUSELEY

STAFFORDSHIRE.

Trainee Joliator

KJD 78Th33/1bn 20.10.1994



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2984371

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

having by special resolution changed its name, is now incorporated under the name of POWER MAGNETICS AND ELECTRONIC SYSTEMS LIMITED

Given at Companies House, Cardiff, the 22nd November 1994



For the Registrar of Companies

C02984371A



COMPANIES HOUSE