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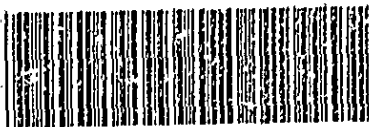
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

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\*

A handwritten signature in ink, likely of the Registrar, with the word "REGISTRAR" printed below it.

For the Registrar of Companies



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

HC007B

# 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

For official use

For official use

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

Name of company

\* AUTOMATION INDUSTRIES LIMITED

\* Insert full  
name of Company

I, JOHN MICHAEL STEVEN HEAPHY

of 125 VICTORIA STREET HARTSHILL STOKE ON TRENT ST4 6HA

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~[person named as director or secretary of the company in the statement delivered to the registrar under section 10(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 Glebe Court

Declarant to sign below

Stoke-on-Trent

the 21st day of October

One thousand nine hundred and ninety four

before me A. Bailey

*John Heaphy*

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

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

Post room



Jordan & Sons Limited

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

2.89

Printed and supplied by

**Jordans**

Jordan & Sons Limited

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



**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 ☐

AUTOMATION INDUSTRIES LIMITED

Registered office of the company on  
incorporation.

**RO**

MAIN ROAD

BRERETON

Post town RUGELEY

County/Region STAFFORDSHIRE

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.



Name KENT JONES AND DONE

**RA**

CHURCHILL HOUSE, 47 REGENT ROAD

HANLEY

Post town STOKE ON TRENT

County/Region STAFFORDSHIRE

Postcode ST1 3RQ

Number of continuation sheets attached



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

KENT JONES AND DONE

CHURCHILL HOUSE 47 REGENT ROAD HANLEY

STOKE ON TRENT

Postcode ST1 3RQ

Telephone 0782 202020

Extension

**Company Secretary** (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.

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.

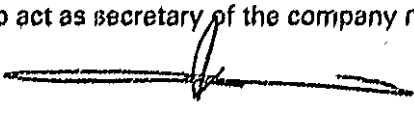
Date of birth

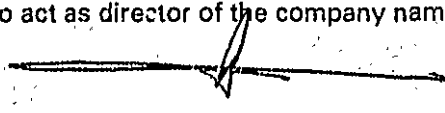
Business occupation

Other directorships

\* Voluntary details

Consent signature

<b>CS</b>	MR		
DAVID LESLIE			
SAMMONS			
<b>AD</b>	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 		Date 21/10/94	

<b>CD</b>	MR					
DAVID LESLIE						
SAMMONS						
<b>AD</b>	25 AMPLEFORTH DRIVE					
QUEENSVILLE						
Post town	STAFFORD					
County/Region	STAFFORDSHIRE					
Postcode	ST17 4TE	Country	ENGLAND			
<b>DO</b>	2   6	<b>0</b>	2   5   3	Nationality	<b>NA</b>	BRITISH
<b>OC</b>	FINANCIAL CONTROLLER					
<b>OD</b>	OFFSHELF 213 LIMITED					
I consent to act as director of the company named on page 1						
Signed 				Date 21/10/94		



The Companies Acts 1985-1989  
Company limited by shares

2984371



**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.
- 3.0 The objects for which the Company is established are to do all or any of the following:
  - 3.1 to 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.
  - 3.2 to 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

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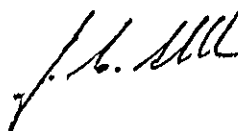
Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
---	--

---

Mr Jack Clifford Sheldon

20,000

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



Mr David Leslie Samrnons

15,000


25 Ampleforth Drive  
Queensville  
Stafford  
Staffordshire  
ST17 4TE  
Financial Controller



---

Dated 21 october 1994

Witness to the above signatures

  
LOUISE HIBLIN  
10 THE OAKLANDS  
ETCHINGHILL  
ROSELEY/  
STAFFORDSHIRE  
TRAINEE SOLICITOR

KJD 78Th33/1bn 20.10.1994

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**

- 3 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**

- 5 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**

- 8 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.

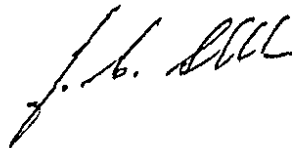
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Names, addresses and descriptions  
of subscribers

---

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



---

Dated 21 October 1994

Witness to the above signatures

L. Hiblin.  
LOUISE HIBLIN.  
10 THE OAKLANDS  
ETCHINGHILL  
RUGELEY  
STAFFORDSHIRE.  
TRAINEE SOLICITOR.



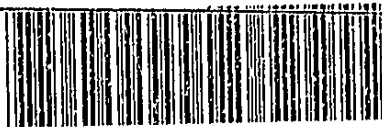
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

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



\*C02984371A\*



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

  
P. BEVAN  
For the Registrar of Companies

HC006B