

FILE COPY



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

Company No. 3295929

The Registrar of Companies for England and Wales hereby certifies that
THORN LIGHTING OVERSEAS LIMITED

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

Given at Companies House, London, the 18th December 1996



N03295929Q

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

3295929

Company Name in full

THORN LIGHTING OVERSEAS LIMITED



* F 0 1 2 0 D 9 0 *

I, ANITA JENNINGS

of 27 BUCKINGHAM COURT, WATFORD WAY, HENDON, LONDON

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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make the solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Anita Jennings

Declared at

50 Freeman, 43 Fetter Lane, London EC4

the

17th

day of

December

One thousand nine hundred and ninety

SIX

● Please print name.

before me ●

REEMA DANDAN

Signed

Reema Dandan

Date

17.12.96

Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ERNST & YOUNG (C F CHARGE)	
ROLLS HOUSE, 7 ROLLS BUILDINGS, FETTER LANE	
LONDON EC4A 1NH	Tel 0171 928 2000
DX number	DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland DX 235 Edinburgh

**Please complete in typescript,
or in bold black capitals.**

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

3295929

Company Name in full

THORN LIGHTING OVERSEAS LIMITED



Proposed Registered Office

(PO Box numbers only, are not acceptable)

ELSTREE WAY

Post town

BOREHAMWOOD

County / Region

HERTFORDSHIRE

Postcode

WD6 1HZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

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or
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for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

NAME *Style / Title *Honours etc

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

Date of birth Day Month Year **Nationality**

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature **Date**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
*Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by
Either

an agent on behalf of all subscribers

Signed Date

Or the subscribers
(i.e. those who signed as members on the memorandum of association).

Signed Date

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
THORN LIGHTING OVERSEAS LIMITED



- 1 The company's name is "THORN LIGHTING OVERSEAS 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 to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof.
 - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the company's business, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.
 - (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurances.
 - (F) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealings with the company, or in whose businesses or undertakings the company is interested, whether directly or indirectly.
 - (G) To receive money on deposit or loan upon such terms as the company may approve, and to guarantee the obligations and contracts, of customers and others.
 - (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the company receiving any consideration or advantages, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and

None - R100
BB 84360
sDay.

future and uncalled capital of the company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the company's holding or subsidiary company as defined by section 736 of the Companies Act 1985, or otherwise associated with the company in business and whether or not this company receives directly or indirectly any consideration or advantage therefrom.

(I) To establish and maintain or procure the establishment and maintenance of non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is for the time being the company's holding or subsidiary company as defined by section 736 of the Companies Act 1985, or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold or dispose of shares, stocks or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.

(T) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the company and shall not be in anywise limited by reference to any other paragraph or the name of the company.

4. The liability of the members is limited.

5. The company's share capital is £1,000,000 divided into 1,000,000 ordinary shares of £1.00 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by subscriber
--------------------------------	--------------------------------------

Colin Frederick Charge 1D Tower Road Epping Essex CM16 5EL	One
--	-----



Total shares taken

One

Dated the ~~17th~~ 17th day of December 1996

Witness to the above signature:-

Anita Jennings
27 Buckingham Court
Watford Way
Hendon
London NW4 4TD



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THORN LIGHTING OVERSEAS LIMITED
PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the company save in so far as they are excluded or varied hereby. Clauses 64, 73, 74, 75, 76, 77, 80, 95, 96, 97 and 98 of Table A shall not apply to the company, but (in addition to the remaining clauses of Table A) the following shall be the articles of association of the company.

2. The company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The initial share capital of the company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.

4. In accordance with Section 91(1) of the Companies Act 1985 Sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act 1985 shall not apply to the company.

5. The directors of the company are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities up to the maximum amount hereinafter laid down to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be the amount of the authorised share capital with which the company is incorporated. The authority hereby conferred shall expire five years after the date of incorporation of the company unless renewed, revoked or varied by ordinary resolution of the company in general meeting.

6. The lien conferred by clause 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

7. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

DIRECTORS

8. Unless and until the company in general meeting shall otherwise determine there shall be no limitation as to the number of directors. The quorum necessary for the transaction of business by the directors may be fixed by the directors, and unless so fixed shall be two; and a person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. 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.

9. The first director or directors of the company shall be the person or persons named in the statement delivered under section 10 of the Companies Act 1985.

10. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and clause 94 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

11. (A) Without prejudice to the powers of the company under section 303 of the Companies Act 1985 to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the company.

(B) The office of director shall be vacated:-

- (1) If by notice in writing to the company he resigns the office of director; or
- (2) If he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- (3) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally; or
- (4) If he is prohibited from being a director by an order made under any of the provisions of the Act; or
- (5) If he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for a admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(6) If he is removed from office under section 303 of the Companies Act 1985; or

(7) If he is removed from office under clause 11(A) of these articles.

ROTATION OF DIRECTORS

12. The directors shall not be liable to retire by rotation and regulations 78, 79 and 84 of Table A shall be modified accordingly.

TRANSFER OF SHARES

13. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

SINGLE MEMBER COMPANY

14. If and so long as the Company has a sole member the following provisions shall apply:

- A) One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum and a proxy shall be entitled to vote on a show of hands; and Clause 54 of Table A shall be modified accordingly.
- B) Clauses 40 and 41 of Table A shall not apply to the Company.
- C) The sole member of the Company (or a proxy or representative as applicable) shall be the Chairman of General Meetings.
- D) Clauses 42 to 52 (inclusive) of Table A shall not apply to the Company.
- E) Without prejudice to section 303 of the Act, a sole member may by notice in writing remove a Director from office.
- F) A sole member shall have the right of inspecting any accounting records or other book or document of the Company; and Clause 109 of Table A shall not apply to the Company.
- G) If the sole member of the Company makes a decision which may be taken by the Company in General Meeting and which has effect as if agreed by General Meeting he must, unless the decision is made by written resolution, provide the Company with a written record of that decision.
- H) If at any time the membership of the Company is increased from one the Secretary shall record the fact in the Company's Register of Members with the name and address of the person who was formerly the sole member.

INDEMNITY

15. Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Clause 118 of Table A shall not apply.

NAME AND ADDRESS OF SUBSCRIBER

Colin Frederick Charge
1D Tower Road
Epping
Essex
CM16 5EL



Dated the *17th* day of December 1996

Witness to the above signatures:-

Anita Jennings
27 Buckingham Court
Watford Way
Hendon
London NW4 4TD

