

FILE COPY



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

Company No. 3956270

The Registrar of Companies for England and Wales hereby certifies that
ABTECH PRECISION ENGINEERING 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 27th March 2000



N03956270J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B

**Freeport Services
(UK) Limited
Company Formation
Agents**

12

Please complete in typescript,
or in bold black capitals.

CHFPO34

Declaration on application for registration

Company Name in full

Abtech Precision Engineering Limited

I, **Michael Beaty-Pownall**

of **5 Fir Close, Walton On Thames, Surrey KT12 2SX**

† Please 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 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.

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

Declarant's signature

Michael Beaty-Pownall

Declared at

68 High St, Walton-on-Thames Surrey

Day Month Year

On

17-3-2000

● Please print name

before me ●

**ALAN ROPER
SOLICITOR**

**WALTON ON THAMES
SURREY KT12 1DT**

Signed

Alan Roper

Date

17/3/2000

† A 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.

Freeport Services (UK) Limited

Ref: /

5 Fir Close, Walton On Thames

KT12 2SX

Tel (01932)254829

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

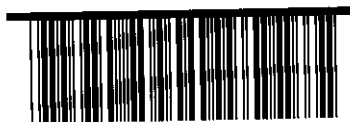
DX 33050 Cardiff

for companies registered in England and Wales
or

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

for companies registered in Scotland

DX 235 Edinburgh



A01 *ASTL602M* 0691
COMPANIES HOUSE 21/03/00

Form revised June 1998

**Freeport Services
(UK) Limited
Company Formation
Agents**

10

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

CHFPO34

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

Abtech Precision Engineering Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 Fir Close

Post town

Walton On Thames

County / Region

Surrey

Postcode

KT12 2SX

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.

Freeport Services (UK) Limited

Ref: /

5 Fir Close, Walton On Thames

KT12 2SX

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for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh

Form revised July 1998

Company Secretary (see notes 1 - 5)

Company name

Abtech Precision Engineering Limited**NAME**

* Style / Title

* Honours etc

Forename(s)

Elizabeth

* Voluntary details

Surname

McElhiney

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

137 Ireton Avenue

Post town

Walton On Thames

County / Region

Surrey

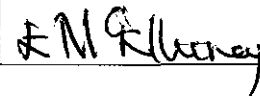
Postcode

KT12 1EN

Country

ENGLAND

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

Consent signature**Date****16/3/00****Directors** (see notes 1 - 5)

Please list directors in alphabetical order

NAME

* Style / Title

* Honours etc

Forename(s)

Michael

Surname

Beaty-Pownall

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

5 Fir Close

Post town

Walton On Thames

County / Region

Surrey

Postcode

KT12 2SX

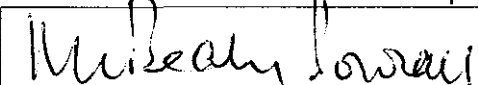
Country

ENGLAND

Day Month Year

Date of birth**2 9 1 2 1 9 4 3****Nationality****English****Business occupation****Accountant****Other directorships**

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

Consent signature**Date****16/3/00**

Directors

(continued)

(see notes 1 - 5)

NAME

* Style / Title

* Honours etc

Forename(s)

Surname

* Voluntary details

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

100657

3956270

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ABTECH PRECISION ENGINEERING LIMITED



051985

1. The Company's name is Abtech Precision Engineering Limited.
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-

(A)(1) To carry on the business of precision and civil engineering, planning engineering consultancy, light and heavy engineering, quality engineering consultants, mechanical, motor, electrical, oil fuel, constructional, marine, sanitary and consulting engineering, jig builders, ironmongers, ironmasters, tool makers, steelmakers, blastfurnace proprietors, brassfounders and metal makers, refiners and workers generally, shipbuilders, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand blast workers, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, heating and ventilating experts, manufacturing chemists, brick and tile manufacturers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants and contracors generally, builders, decorators, painters, glaziers and plumbers.

- (2) To carry on any other trade or business whatsoever of a like and similar nature.



(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trusts and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metal or foreign exchange, whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission works of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insuring, sale or purchase of goods, investments of any kind of property and the provision of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical computer or accountancy services, market research and information storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests or any thing in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purpose of heating, lighting or providing water, gas electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and or acting as haulage contractors, lightermen, stevedores, carmen, wharfingers, carting contractors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, agents, distributors, and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment.

(10) To carry on the business of advertiser and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers illustrators and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any parts and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment.

(11) To carry on the business of advertiser and promoters of every kind of products, printers using processes of every description, lithographers, engravers, graphic artists, writers illustrators and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any product; to carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(12) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(13) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried out in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company's activities or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company as the case may be and upon all such and any other terms as the directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any share, stocks, debenture stock, bonds or securities of any other company carrying on business in any part of the world or to hold the same, and to purchase shares of the company in accordance with the provisions of the Companies Act 1985 and any legislation or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or person, whether tangible or intangible and wheresoever situated, which the directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licenses, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to the invention which may seem to the Company director or indirectly to benefit the Company, and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.

(G) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities or any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the directors consider capable of being conducted so as directly or indirectly to the benefit of the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firm or company.

(L) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investment and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities, debentures, or other securities of the Company credited as fully paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property, real or personal, acquired by the Company by any means in any manner whatsoever.

(N) To establish, support and aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services rendered or for any sale made to or a debt owing from any such company and to hold or otherwise deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or part of the assets or undertaking of the Company for such consideration as may be expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of the Companies Act 1985 and any legislation, rule or order extending or amending the same) any property of the Company, or any proceeds of sale or disposal of any property of the Company and for such purposes to distinguish and separate capital from profits, 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.

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

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each. The company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital voting or otherwise.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to the Memorandum and agree to take up the number of shares shown opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN BY EACH
SUBSCRIBER

Michael Beaty-Pownall
5 Fir Close
Walton on Thames
Surrey KT12 2SX

Chartered Accountant

1 Ordinary Share

Michael Pownall

Elizabeth McElhiney
137 Ireton Avenue
Walton on Thames
Surrey KT12 1EN

Secretary

1 Ordinary Share

E McElhiney

Dated: 16 March 2000

WITNESS to the above signatures:

Patricia Beaty-Pownall
5 Fir Close
Walton on Thames
Surrey KT12 2SX

Secretary

P. Beaty-Pownall

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

ABTECH PRECISION ENGINEERING LIMITED

Preliminary

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies Act (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Company.
2. The following regulations of Table A shall not apply to the Company:-

8.64-70 (inclusive); 73-75 (inclusive); 94; 95.

Private Company

3. The Company is a private company, and accordingly:-
 - (1) the Company shall not offer any shares in or debentures of the company to the public (whether for cash or otherwise);
 - (2) the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of such shares or debentures being offered to the public, and section 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purpose of the said Act.

Shares

4. All unissued shares of the Company (whether in the original or any increased capital) shall be under the control of the directors, who may allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any directors at such time and on such terms and generally in such manner as they think fit) and the directors are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities (as defined in the said section 80) and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with this said section 80;

- (1) the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of the original share capital with which the company is registered and;
- (2) such authority shall expire immediately before the fifth anniversary of the date of the Company's incorporation.

5. Sections 89(1), 90(1)-(6) of the Companies Act 1985 are hereby excluded in their application to the Company in relation to allotments of equity securities (as defined in the said section 80).

6. The Company may at any time and from time to time exercise the power conferred by section 162 of the Companies Act 1985 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Chapter VII of the said Act.

Lien

7. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts, liabilities and engagements solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such shares.

Transmission and transfer of shares

8. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly.

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

Directors

10. Unless and until the Company in general meeting otherwise determines, the number of directors shall not be more than nine but need not exceed one. If and so long as the minimum number of directors fixed by or pursuant to these Articles is less than two, a sole director may exercise all the powers and authorities vested in the directors and regulation 89 of Table A shall not apply.

11. A person may be appointed or elected director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

Alternate directors

12. Any director may at any time appoint any person approved by resolution of the directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between him and such director.

13. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all the meetings of the directors and to attend and vote as a director at any such meetings at which the director appointing him is not personally present, and generally in the absence of such director to perform all such director's functions.

14. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a director (or if notice removing him is given by a majority in number of the directors other than the person appointing him).

15. All appointments and removals of alternates shall be effected by instrument in writing under the hand of the directors making or of the director or directors revoking such appointment and shall be left at the Company's registered office.

Powers and duties of directors

16. The business of the Company shall be managed by the directors who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general Law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such director and no alternation of these Articles shall invalidate any prior act of the directors which would have been valid if that director or alternation had not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the directors by any other provision of these Articles.

17. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 80 of the Companies Act 1985) 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.

18. Subject to the provisions of section 317 of the Companies Act 1985 a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. 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, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

Indemnity

19. Subject to section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.

We, the subscribers to these Articles of Association wish to be formed into a company pursuant to these Articles of Association

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN BY EACH
SUBSCRIBER

Michael Beaty-Pownall
5 Fir Close
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Secretary

1 Ordinary Share

EM McElhiney

Dated: 16 March 2000

WITNESS to the above signatures:

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5 Fir Close
Walton on Thames
Surrey KT12 2SX

Secretary

P. Beaty-Pownall.