

FILE COPY



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

Company No. 4464544

The Registrar of Companies for England and Wales hereby certifies that

LC FAB 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 19th June 2002



N04464544I

A handwritten signature in black ink, appearing to read 'P. G. Jones'.

For The Registrar Of Companies



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

Declaration on application for registration

Company Name in full

LC FAB LIMITED

l.

VERONICA MARION BAILEY

of

FARM COTTAGE, BENTWORTH, NR. ALTON, HAMPSHIRE GU34 5JU

do solemnly and sincerely declare that I am a ~~XXXXXX~~
~~XXXXXX~~ [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

Vespera M. Bailey

Declared at

Day Month Year
18 06 2002

Day Month Year

on

18	36	2002
----	----	------

● Please print name.

before me

Al Jomeron MARCIA JOMORON

Signed

Al Jensen

Date

18/6/02

~~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.

Robbins Olivey

Southern House, Guildford Road, Woking, Surrey

GU22 7UY

Tel 01483 748500

DX number **2902**

DX exchange Woking



A08
COMPANIES HOUSE

0555
19/06/02

Form revised July 1998

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

Companies House, Crown Way, Cardiff, CF14 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.

CHFP041

First directors and secretary and intended situation
of registered office

Notes on completion appear on final page

Company Name in full

LC FAB LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SOUTHERN HOUSE

GUILDFORD ROAD

Post town

WOKING

County / Region

SURREY

Postcode

GU22 7UY

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Robbins Olivey

Southern House, Guildford Road, Woking, Surrey

GU22 7UY

Tel 01483 748500

DX number 2902

DX exchange Woking



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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)Company name **LC FAB LIMITED**

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

ROBBINS OLIVEY (A FIRM)

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

SOUTHERN HOUSE**GUILDFORD ROAD**

Post town

WOKING

County / Region

SURREY

Postcode

GU22 7UY

Country

ENGLAND

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

Consent signature

Robbins Olivey
For and on behalf of Robbins Olivey

Date

18 June 2002**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc.

Forename(s)

VERONICA MARION

Surname

BAILEY

Previous forename(s)

NONE

Previous surname(s)

NONE

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

FARM COTTAGE**BENTWORTH**

Post town

NR ALTON

County / Region

HAMPSHIRE

Postcode

GU34 5JU

Country

ENGLAND

Day Month Year

Date of birth

3 0 1 2 1 9 5 0

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

NONE

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

Consent signature

Veronica M. Bailey

Date

18 June 2002

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

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"/>								
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	<input type="checkbox"/>								
		<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<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**

Veronica M. Giller

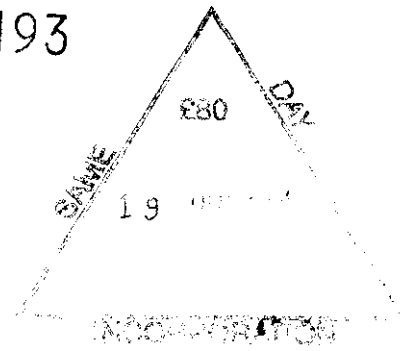
Date

18 June 2002

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

003193

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
LC FAB LIMITED



1. The name of the Company is LC FAB LIMITED
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (A)
 - (1) To carry on business as a general commercial company
 - (2) Without prejudice to the generality of the foregoing object and the powers derived from Section 3A of the Act the Company has power to do all or any of the following:-
 - (B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.
 - (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
 - (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
 - (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
 - (F) To invest and deal with the monies of the Company not immediately required for the

purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.

- (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (I) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital.
- (J) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.
- (K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on

such terms as may be considered expedient.

- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- (N) 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, stocks debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives,

widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any 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 and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (T) To subscribe or guarantee money for any national, charitable benevolent, public, general, political or useful object, and to undertake and execute any trusts, the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.
- (V) 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 for such purpose to distinguish and separate capital from profits, but so that no distribution amounting

to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

- (W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (X) To carry on all or any of the businesses of Electronic Engineers and Contractors, Manufacturers, Inventors, Designers, Assemblers, Fitters, Installers, Maintainers, Importers and Exporters, Distributors and Merchants of, Agents for, and Dealers in Electronic Components, Instruments, Equipment, Appliances, Accessories, and Supplies of every description, and of and in Nuclear Components and Instruments, and Mechanical Engineering Parts and Specialities of all kinds, Electrical, Nuclear, Mechanical, Chemical Heating, Lighting and General Engineers and Contractors, Technicians, Planners and Designers, to carry out, undertake, organise, and provide all facilities for scientific and technical research and development work in the Electronic, Nuclear, Chemical, Physical and Engineering Fields; Manufacturers, Fitters, Installers, Maintainers, Repairers, Hirers, Letters on Hire, and Merchants of, Agents for, and Dealers in Control Panels and Instruments, Transformers, Lamination Products, Television and Radio Sets, Sound Recording Machines and Equipment of all kinds, Manufacturers' Agents and Representatives, Commission and General Agents, Financiers, Shippers and Warehousemen, Government Surplus Contractors and Dealers, Timber Merchants, Woodworkers, Joiners and Carpenters, Manufacturers, Repairers and Agents for the Sale of, and Dealers in Furniture and Fittings, Hardware, Hollow-ware and Ironmongery of all kinds, Merchants and Repairers Of, Agents for, and Dealers in Motor and Other Vehicles of every description, General Merchants and Traders.
- (Y) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to

enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.

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

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of Members is limited.
5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 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 respective name.

Name and Address of Subscriber

Number of Shares taken by Subscriber

Veronica M. Bailey

one

Veronica Marion Bailey
Farm Cottage
Bentworth
Nr Alton
Hampshire
GU34 5JU

Dated this *18th* day of *June* 2002

WITNESS to the above signature:-

[Signature]

Name: *RACHEL BAULISS*

Address: *SOUTHERN HOUSE*
QUINTON ROAD

Occupation: *WORKING GUZZ 70Y*
PARALEGAL

The Companies Act 1985
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

LC FAB Limited

Incorporated on

Interpretation

- 1 In these Articles, if not inconsistent with the subject or context:

'Act' means the Companies Act 1985 as amended or re-enacted from time to time

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

- 2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
- 5 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
- 6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
- 7 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

- 8 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

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

Proceedings at general meetings

- 10 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 11 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 12 On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

- 13 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

- 14 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
- 15 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

- 16 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

- 17 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
- 18 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 19 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of

a director shall be without prejudice to any claim which he may have under any contract with the Company.

20 There is no age limit for directors of the Company.

21 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

22 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.

Remuneration of directors

23 Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

24 Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25 If and so long as the minimum number of directors specified under these Articles is one:

(a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and

(b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

26 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

- 27 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

- 28 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.


Notices

- 29 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 30 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Name and Address of Subscriber


Veronica Marion Bailey
Farm Cottage
Bentworth
Nr Alton
Hampshire
GU34 5JU

Dated this 18th day of June 2002

WITNESS to the above signature:-



Name: RACHEL B. WILLIS

Address: SOUTHERN HOUSE, GUILDFORD ROAD, WOKING, GU22 7UY

Occupation: PARALEGAL.