

Company Number: 5507384

SPECIAL RESOLUTION

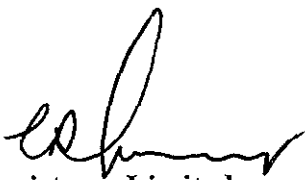
- of -

PUMPS & EQUIPMENT (PROCESS DIVISION) LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held on 13/7/2005 the following SPECIAL RESOLUTION was duly passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the appendix attached hereto.

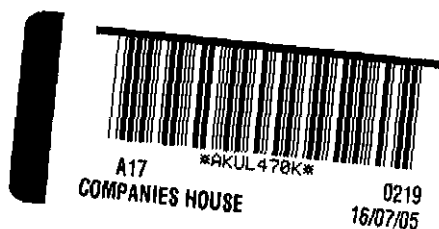
Signed:



RWL Registrars Limited

Secretary

Presented By:
Reichmann & Wing Limited
134 Percival Road
Enfield
Middlesex EN1 1QU



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

PUMPS & EQUIPMENT (PROCESS DIVISION) LIMITED

1. The name of the Company is:-

PUMPS & EQUIPMENT (PROCESS DIVISION) LIMITED

2. The Registered Office of the Company will be situate in England and Wales.

3. The Objects for which the Company is established are:-

(a) To carry on all or any of the following businesses; Electronic, electrical, hydraulic, motor, automation, pumping, ventilation, heating and general engineers, consultants, contractors and sub-contractors; manufacturers, factors, agents, distributors, assemblers, repairers, reconditioners, processors and wholesale and retail dealers in and of all kinds of sensors, electrical, electronic, hydraulic, automation, pumping, ventilation, heating and engineering equipment, apparatus, components, appliances fittings, cables, cords, plugs, assemblies, machines, plant, automation control gear, manufacturing and processing machines and plant, radio, radar and television apparatus, computers, data processing equipment and other business and office machines together with peripheral equipment therefore and engineering items generally and every other kind of material and product whatsoever, general and precision engineers, service and maintenance engineers, draughtsmen, designers, research and development engineers, inventors, civil engineers, public works contractors, builders, workers in metal, wood, plastic, glass, ceramic, rubber and other materials of every description, planners and consultants of industrial, commercial, public, domestic and other schemes and projects of all kinds and developers of plans and ideas in and about any of the above activities and in all other fields of activity whatever, and all businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.