

OS IN01

FINC5843

Registration of an overseas company opening a
UK establishment



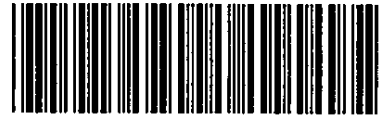
129935

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
UK establishment

☐ What this form is NOT
You cannot use this form
the details of an existing
officer or establishment

FRIDAY



APD5RQLJ
A31 07/01/2011 447
COMPANIES HOUSE
A21 10/12/2010 185
COMPANIES HOUSE

Part 1 Overseas company details (Name)

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A1**
→ To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Corporate company name

Corporate name¹

BETA LASERMIKE INC.

¹ This must be the corporate name in
the home state or country in which
the company is incorporated under
which you propose to carry on
business in the UK

A2 Alternative name

The company wishes to register an alternative name under which it proposes to
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name²

Alternative name
(if applicable)³

² Please give your corporate name
as incorporated in your home state
or country

³ A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006

A3 Overseas company name restrictions⁴

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

⁴ Overseas company name
restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes
☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸

PRIVATE LIMITED COMPANY

Country of
incorporation *

UNITED STATES OF AMERICA

Identity of register
in which it is
registered ❹

DELAWARE

Registration number in
that register

2146891

❸ This includes whether the company is a private or public company or whether or not the company is limited

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺

GENERAL CORPORATION LAW OF THE
STATE OF DELAWARE

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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		Please give the period for which the company is required to prepare accounts by parent law				
From	d	d	m	m		
To	d	d	m	m		
		Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period				
Months						

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3**Constitution**

C1	Constitution of company^① The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution <input type="checkbox"/> I enclose a certified translation, if applicable	① A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'.	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ^② Building name/number <u>8001</u> Street <u>TECHNOLOGY BOULEVARD</u> Post town <u>DAYTON</u> County/Region <u>OHIO</u> Postcode <u>45424</u> Country <u>USA</u> Please give the objects of the company and the amount of issued share capital Objects of the company ^③ <u>TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANISED UNDER THE LAW OF DELAWARE</u> Amount of issued share capital ^④ <u>100 ORDINARY SHARES OF \$1 EACH</u>	② This address will appear on the public record ③ Please give a brief description of the company's business. ④ Please specify the amount of shares issued and the value

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Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**D1 Secretary details^①**

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)	ROBERT SCOTT
Surname	MARTIN
Former name(s) ^②	

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address^③

Building name/number	35-51
Street	STATION ROAD
Post town	EGHAM
County/Region	SURREY
Postcode	TW20 9NP
Country	ENGLAND

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority	<input type="checkbox"/> Limited ^④ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^⑤</p>
If applicable, name(s) of person(s) with whom you are acting jointly	

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1	Corporate secretary details^① Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
E4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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E5 Corporate secretary's authority	
	Please enter the extent of your authority as corporate secretary Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Director

F1		Director details ^①
		Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.
Full forename(s)	ERIC D	
Surname	CARLSON	
Former name(s) ^②		
Country/State of residence ^③	UNITED STATES OF AMERICA	
Nationality	AMERICAN	
Date of birth	d 0 2 m 1 1 y 1 9 y 6 1	
Business occupation (if any) ^④		

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F3.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2		Director's service address ^⑤
Building name/number	31 - 51	
Street	STATION ROAD	
Post town	EGHAM	
County/Region	SURREY	
Postcode	TW20 9NP	
Country	ENGLAND	

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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F4		Director's authority
	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Director**F1****Director details ^①**

Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	JOHN EDWARD																
Surname	O'HIGGINS																
Former name(s) ^②																	
Country/State of residence ^③	ENGLAND																
Nationality	IRISH																
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>3</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>4</td></tr></table>	d	0	d	3	m	0	m	2	y	1	y	9	y	6	y	4
d	0	d	3	m	0	m	2	y	1	y	9	y	6	y	4		
Business occupation (if any) ^④																	

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F3.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2**Director's service address ^⑤**

Building name/number	31 - 51
Street	STATION ROAD
Post town	EGHAM
County/Region	SURREY
Postcode	TW20 9NP
Country	ENGLAND

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Director

F1 Director details ①	
Use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	
Full forename(s)	KEN
Surname	WRIGHT
Former name(s) ②	
Country/State of residence ③	UNITED STATES OF AMERICA
Nationality	AMERICAN
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>3</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>5</div> </div>
Business occupation (if any) ④	

① Corporate details
Please use Sections G1-G5 to enter corporate director details

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F3

④ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

F2 Director's service address ⑤	
Building name/number	31 - 51
Street	STATION ROAD
Post town	EGHAM
County/Region	SURREY
Postcode	<div> <div>T</div> <div>W</div> <div>2</div> <div>0</div> <div>9</div> <div>N</div> <div>A</div> </div>
Country	ENGLAND

⑤ Service address
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

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F4	Director's authority
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate director

G1	Corporate director details ^① Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ^② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ^③		
Registration number		
G4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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G5 Corporate director's authority	
	Please enter the extent of your authority as corporate director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

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H4		Particulars of UK establishment ①	
		Please enter the name and address of the UK establishment	
Name of establishment	BETA LASERMIKE INC.		
Building name/number	35-51		
Street	STATION ROAD		
Post town	EGHAM		
County/Region	SURREY		
Postcode	TW20 9NP		
Country			
		Please give the date the establishment was opened and the business of the establishment	
Date establishment opened	d 1 5 m 1 0 y 2 0 1 0		
Business carried on at the UK establishment	PRECISION MEASUREMENT AND CONTROL SYSTEMS		

① Address

This is the address that will appear on the public record

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Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

ROBERT SCOTT

Surname

MARTIN

J2**Permanent representative's service address ①**

Building name/number

31 - 51

Street

STATION ROAD

Post town

EGHAM

County/Region

SURREY

Postcode

TW20 9NP

Country

ENGLAND

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☐ Limited ②☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to Part 8 'Signature'

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete Sections K1-K2

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

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Presenter information

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

Contact name **MR ROBERT MARTIN**

Company name **SPECTRIS plc**

Address **STATION ROAD**

Post town **EGHAM**

County/Region **SURREY**

Postcode **TW20 9NP**

Country **ENGLAND**

DX

Telephone **01784 470 470**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☒ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☒ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☒ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

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This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

BETA LaserMike

Measured by Commitment

To the Company House, or other appropriate party

Dated November 24, 2010

I hereby certify the attached documents are copies of BLM Inc original Articles of Incorporation



Eric D Carlson

Director – BetalaserMike, Inc

State of Delaware

42258



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF LASERMIKE, INC. FILED
IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A D. 1987, AT
10-30 O'CLOCK A M.

| | | | |



877352046

A handwritten signature in cursive script, reading "Michael Harkins".
Michael Harkins, Secretary of State

AUTHENTICATION: 1506042

DATE. 12/18/1987

CERTIFICATE OF INCORPORATION
OF

LASERMIKE, INC.

FILED 10 30 AM
DEC 18 1987

John H. [Signature]
SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The General Corporation Law of Delaware, as amended (hereinafter referred to as the "Act"), executes the following Certificate of Incorporation.

ARTICLE I
Name

The name of the Corporation is "Lasermike, Inc."

ARTICLE II
Purposes and Powers

Section 1. Purposes. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Act.

Section 2. Powers The purpose for which the Corporation is formed shall be construed as powers as well as purpose.

ARTICLE III
Term of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Office and Resident Agent

The address of the registered office of the Corporation is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the Resident Agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE V
Number of Authorized Shares

The total number of authorized shares of the Corporation is three thousand (3,000) shares, consisting of three thousand (3,000) shares without par value.

ARTICLE VI
Terms of Authorized Shares

Section 1. Designation. The authorized shares of the Corporation shall be of one (1) class and kind. The shares may be issued by the Corporation originally, and such shares as are reacquired by the

Corporation from time to time and not cancelled may be sold or otherwise disposed of, for such consideration and upon such terms and conditions as may from time to time be determined and fixed by the Board of Directors. The consideration received by the Corporation for authorized shares shall be allocated to stated capital and to capital surplus by resolution of the Board of Directors within a period of sixty (60) days after the issuance of such shares. The stated capital of the Corporation may be increased from time to time by resolution of the Board of Directors directing a transfer from capital surplus or earned surplus.

Section 2 Dividends. Such cash or property distributions with respect to shares as may be determined by the Board of Directors may be declared from time to time out of the unreserved and unrestricted capital surplus or earned surplus of the Corporation, but no dividend payable in cash or property shall be paid out of the capital surplus attributable to unrealized appreciation in value or revaluation of assets. Such share dividends as may be determined by the Board of Directors may from time to time be declared and paid in its own authorized but unissued shares out of any unreserved and unrestricted capital surplus or earned surplus, including revaluation surplus, or in its own shares out of any treasury shares that have been reacquired out of surplus of the Corporation. In the computation of earned surplus available for dividends, no deduction need be made for the depletion by sale or lapse of time of wasting assets intended for sale in the ordinary course of business or property having a limited life.

ARTICLE VII Voting Rights of Authorized Shares

Except as otherwise provided in the Act, the record holder of each authorized, issued and outstanding share shall be entitled to one (1) vote at all shareholders' meetings upon all questions, including election of directors, merger, consolidation, liquidation and the sale of all or substantially all of the assets of the Corporation.

ARTICLE VIII Data Respecting Directors

Section 1. Number. The number of Directors of the Corporation shall be not less than three (3), except that at any time where all the shares of the Corporation are owned beneficially and of record by either one (1) or two (2) persons, the number of Directors may be less than three (3), but not less than the number of shareholders. The exact number of Directors shall be specified from time to time by the By-Laws. If the By-Laws do not otherwise provide, the number of Directors shall be four (4).

Section 2 Qualifications. Directors need not be shareholders of the Corporation.

ARTICLE IX
Names and Post-Office
Addresses of Directors

The names and post-office addresses of the members of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City and State</u>
Nicholas Lanigan	Filtrona Court, Arden Grove	Harpenden, Herts, England AL5 4SJ
John N. G. Buckeridge	Filtrona Court, Arden Grove	Harpenden, Herts, England AL5 4SJ
Robert G. McGough	Columbia Commons, 256 Columbia Turnpike	Florham Park, New Jersey 07932

ARTICLE X
Name and Post-Office
Address of Incorporator

The name and post-office address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City and State</u>
Stephen R. Cox	6060 Executive Boulevard	Dayton, Ohio 45424

ARTICLE XI
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Section 1. Code of By-Laws. The Board of Directors of the Corporation shall have powers, without the assent or vote of the shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation; provided, however, that the affirmative vote of the majority of the members of the Board of Directors shall be necessary to make such Code of By-Laws or to effect any alteration, amendment or repeal thereof.

Section 2. Transactions with Directors. Any contract or other transaction between the Corporation and one (1) or more of its Directors, or any firm, corporation or association of which one or more of the Directors of the Corporation are members, shareholders, directors, officers or employees, or in which they have an interest, shall be valid for all purposes if such interest shall be disclosed or known to the Board of Directors of the Corporation and it shall, nevertheless, authorize, approve and ratify such contract or transaction, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction and notwithstanding the participation of such interested Directors or Directors in such action, whether counted in determining the presence of a quorum or voting to authorize such contract or transaction. The vote of a

disinterested majority of the Directors present shall be conclusive as to the fairness of any such contract or transaction. Any contract or other transaction between the Corporation and any corporation in which the Corporation owns all of the shares shall be valid and binding regardless of the fact that the Directors and/or officers executing the contract on behalf of the Corporation are the same or a majority of them are the same or the participating Directors or officers are the same. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid, or to create any liability on the part of any Director of the Corporation which would not otherwise be imposed, under the common and statutory law applicable thereto.

Section 3. Liability of Directors. A Director of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director; provided, however, that this provision shall not eliminate or limit the liability of a Director for any of the following:

- (a) Breach of the Director's duty of loyalty to the Corporation or its shareholders; or
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or
- (c) Causing the Corporation to pay a dividend, or approving a stock purchase or redemption, in violation of the Act; or
- (d) Any transaction from which the Director derived an improper benefit.

ARTICLE XII
Indemnification of Officers, Directors, Trustees,
Committee Members, Employees,
Agents, and Other Persons

Section 1. General Provisions. To the extent permitted by Delaware law as in effect from time to time, every person (and the heirs and personal representatives of such person) who is or was a director, officer, trustee, member of a committee appointed by the Board of Directors, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (i) if such director, officer, trustee, committee member, employee or agent is wholly successful with respect thereto, or (ii) if not wholly successful, then if such director, officer, trustee, committee member, employee or agent is determined, as provided in paragraph (e), to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any claim, action,

suit or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or is equivalent, shall not create a presumption that a director, officer, trustee, committee member, employee or agent did not meet the standards of conduct set forth in this section

Section 2. Definitions

(a) The terms "claim, action, suit or proceeding" shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director, officer, trustee, committee member, employee or agent of the Corporation (or his or her heirs and personal representatives) may become involved, as a party or otherwise (i) by reason of his or her being or having been a director, officer, trustee, committee member, employee or agent of this Corporation or of any other corporation where he or she served as such at the request of this Corporation, or (ii) by reason of his or her acting or having acted in any capacity in a partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of this Corporation, or (iii) by reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director, officer, trustee, committee member, employee or agent.

(c) The term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Procedure for Claiming Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Corporation, selected by the Board of Directors, whether or not a disinterested quorum exists, shall deliver to the Corporation a written finding that such director, officer, trustee, committee member, employee or agent has met the standards of conduct set forth in Section 1 of this Article, and (ii) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before counsel to answer questions which it deems relevant and shall be given ample opportunity to present evidence upon which he or she relies for indemnification. The

Corporation shall, at the request of counsel, make available facts, opinions or other evidence in any way relevant to the counsel's finding which are within the possession or control of the Corporation.

Section 4 Additional Indemnification The rights of indemnification provided in this Article shall be in addition to any rights to which any such director, officer, trustee, committee member, employee or agent may otherwise be entitled. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, (i) approve indemnification of directors, officers, trustees, committee members, employees, agents or other persons to the full extent permitted by the provisions of Delaware law at the time in effect, whether on account of past or future transactions, and (ii) authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.


Section 5. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

The Corporation shall indemnify any person, and his heirs and legal representatives, who shall be made a party to, or threatened with, any civil or criminal action, suit or proceeding by reason of the fact that he is or was a Director or officer of the Corporation or of any other corporation, firm or association with which he served in such capacity or as a partner at the request of the Corporation and in which the Corporation owned or owns shares or had or has an interest or of which it was or is a creditor or by reason of any of his acts or omissions in such capacity taken or omitted to be taken, for and in the interest of the Corporation or such other corporation, firm or association, in good faith and in the exercise of reasonable care. Such indemnification shall be against any and all liability and reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with such action, suit or proceedings, whether actual or threatened, or in connection with any appeal thereof. Any Director or officer who in any such action, suit or proceeding shall have been wholly successful, on the merits or otherwise, shall be entitled of full and complete indemnification as a matter of right.

The Corporation may also reimburse to any such Director or officer the amounts (other than amounts paid to the Corporation) of judgments, fines and penalties resulting from, and the reasonable costs of settlement and expenses, including attorneys' fees, actually incurred and connected therewith, of any such action, suit or proceeding if it shall be found by a majority of the members of the Board of Directors not involved in the

matter of controversy (whether or not constituting a quorum), or by a majority vote of the shareholders of the Corporation, that such Director or officer had acted in good faith and in the exercise of reasonable care in the performance of his duty and that the payment of such judgments, fines or penalties, whether resulting from a plea of nolo contendere or otherwise, and costs of settlement are in the interests of the Corporation. Termination of any such civil or criminal action, suit or proceeding by judgment, settlement or conviction, or upon a plea of guilty or nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith for purposes he reasonably believed to be in the best interests of the Corporation; but no Director or officer shall be indemnified in relation to any matter as to which he shall be adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation or such other corporation, firm or association. The Corporation may, in its discretion, advance any expenses to, or at its expense undertake the defense of, any such Director or officer, but any amounts so advanced or expended shall be repaid to the Corporation by him to the extent that it is ultimately determined that such Director or officer is not entitled to indemnification or reimbursement. The rights of indemnification or reimbursement provided herein shall not be deemed exclusive of any other rights to which any Director or officer of the Corporation or such other corporation may be entitled by law or by authorization adopted by a majority vote of all of the voting rights of the Corporation then issued and outstanding after notice duly given.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article X, executes the Certificate of Incorporation of the Corporation and certifies the truth of the facts herein stated this 17th day of December, 1987.



Stephen R. Cox

STATE OF OHIO)
)
COUNTY OF MONTGOMERY) SS:

The foregoing instrument was acknowledged before me this 17th day of December, 1987, by Stephen R. Cox, incorporator of Lasermike, Inc.



Notary Public

JUDY A. GRIFFIN, Notary Public
In and for the State of Ohio
My Commission Expires July 29, 1991

This Instrument was prepared by:
Andrew R. Leeper, Esq.
600 IBM Building,
Dayton, Ohio 45402.

INCCE-LA1
12-17-87-3

RECEIVED FOR RECORD
DEC 31 1987
William M. Honey, Recorder

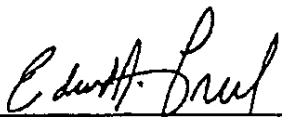
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LASERMIKE, INC.", CHANGING ITS NAME FROM "LASERMIKE, INC." TO "BETA LASERMIKE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1998, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2146891 8100

981202375

AUTHENTICATION: 9103663

DATE: 05-27-98

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
FOR
LASERMIKE, INC.

LaserMike, Inc., a Delaware corporation (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY.

1. That Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows.

ARTICLE I
Name

The name of the Corporation is "Beta LaserMike, Inc."

2. That, in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, the aforesaid Amendment was duly adopted by the written consent of the sole stockholder of the Corporation.

IN WITNESS WHEREOF, LaserMike, Inc. has caused this Certificate to be signed by Stephen R. Cox, its President this 15th day of May, 1998.

LASERMIKE, INC.

By. Stephen R. Cox

Stephen R. Cox
President

ATTEST:

Paul McNiel
Name: PAUL MCNIEL
Title: TREASURER



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC029985

UK Establishment No. BR014979

The Registrar of Companies hereby certifies that

BETA LASERMIKE, INC.

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom

Given at Companies House on **20th January 2011.**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES