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Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY SHARES

MEMORANDUM



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AND

ARTICLES OF ASSOCIATION

-OF-

Automation Security Systems Limited



THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Automation Security Systems Limited

1. The Company's name is Automation Security Systems Limited
2. The Company's registered office is to be situated in Northern Ireland.
3. The objects for which the Company is established are:-
 - (A) To carry on the business of providers of security systems and services of any description and importers and exporters of any class of goods or products whatsoever and of dealers, wholesale and retail in articles of all kinds, and any other business of a character similar or analogous to the foregoing which can, in the opinion of the Directors be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith.
 - (B) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the installment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.
 - (C) To carry on all or any or any one or more of the foregoing businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.
 - (D) To carry on any other trade or business whatsoever which may seem to the company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of or render more profitable any of the assets, property or rights of the company.

- (E) To apply for, purchase, hire, take on lease or in fee farm, or in exchange or otherwise acquire and hold for any estate or interest, any land, building, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, any easements, trade marks, patents, licences, processes, secret or otherwise, and convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (F) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (G) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (H) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease grant in fee farm, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration, or for no consideration, as the Company may think fit.
- (I) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking.
- (J) To guarantee support or secure whether by covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Article 4 of the Companies (Northern Ireland) Order 1986 or another subsidiary as defined by the said Article the Company's holding company or otherwise associated with the Company in business.
- (K) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others upon such terms as the Company may think fit.
- (L) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (M) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

- (N) To support and subscribe to any charitable or public objects, to grant pensions any other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for the purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (O) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.
- (P) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or outputs, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (Q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the company shall think fit.
- (R) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (S) To act as director of any company whether a subsidiary or associated company or otherwise.
- (T) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, subcontractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.
- (U) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The Company's Share capital is £100,000 divided into 100,000 Ordinary shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital, or both, or any other such other special privileges or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or about to be issued, or subject to any conditions or provisions, and with any such rights, or without any right of voting, and generally on such terms as the Company may from time to time determine.

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

NAMES AND
ADDRESSES OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

Sean Caughey
24 Clonallon Gardens
Warrenpoint
Co. Down
BT34 3RR



ONE

Sean Meehan
38a Springfield Road
Warrenpoint
Co. Down
BT34 3NW



ONE

Total shares taken:

TWO

Dated this 16th Day of June 2004.

Witness to the above signature:-

Bernie Muresan
39c Church Street,
Warrenpoint
Co. Down

