

CERTIFICATE OF INCORPORATION

No. 56292

I hereby certify that

D.M.I. Precision Engineering Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 3 September 1974

J. B. I. McTAVISH

Registrar of Companies

No. of Company

56292/1

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15(2).

Name of Company D.M.I. PRECISION ENGINEERING LIMITED

Limited.

I, THOMAS ARTHUR HERBERT,

of 133 Moorgate, London, E.C. 2 do solemnly and sincerely

declare that I am (a) a person named in the Articles of Association as a (b) Secretary

of D.M.I. PRECISION ENGINEERING

Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 7 New Square,
Lincoln's Inn, London, W.C. 2

the 26th day of August 1974

before me.

R. Blackford

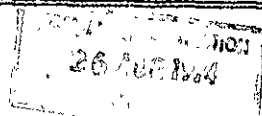
(c) A Commissioner for Oaths.

TH. A. Herbert

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") engaged in the formation, or "A person named in the Articles of Association as a Director or Secretary."
(b) Put "Director" or alternatively put "Secretary." Do not put both "Director and Secretary."
(c) or Notary Public or Justice of the Peace.

Presented by BUSINESS ECONOMY PRODUCTS LIMITED, 24, Castle Street,
Edinburgh, EH2 Tel: 031-225-1167/8

BUSINESS ECONOMY PRODUCTS LIMITED 133, Moorgate,
LONDON, EC2R 6EA Tel: 01-628-8821/2/3



NOTE.—This margin is reserved for finding, and must not be written across.

36292

The Companies Act, 1948
to 1967COMPANIES
REGISTRATION**COMPANY LIMITED BY SHARES****Memorandum of Association**
OF**D.M.I. PRECISION ENGINEERING****LIMITED**
- - -**1. The name of the Company is:-****"D.M.I. PRECISION ENGINEERING LIMITED".****2. The Registered Office of the Company will be situated in Scotland.****3. The Objects for which the Company is established are:-**

(a)(i) To carry on the business or businesses of general and mechanical engineers, manufacturers, designers, pattern makers, repairers and reconditioners, and dealers in all types of engineering, mechanical and other machinery and commercial, industrial and domestic and/or other products; manufacturers wholesale and retail dealers of and in all types of tools, jigs, gauges, screws and screwings or other components, whether iron, steel, plastic, wood or other substances, in all their branches; ironfounders, brass-founders, metal, wood and plastic workers.

(ii) To carry on the business or businesses of electrical engineers and contractors generally, manufacturers of all types of electrical apparatus, including wireless and television apparatus and all components thereof; buyers, sellers of and dealers in all wireless, television and electrical appliances of all descriptions, whether as retailers or wholesalers, and all domestic appliances, devices and inventions, leather and glass goods, household and other furniture, ironmongery, turnery and all other household or commercial fittings and utensils including fluorescent lighting apparatus and equipment, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.

(b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company, at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary, or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

COMPANIES REGISTRATION
26 AUG 1974

3.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

3.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

3.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>J. Herbert</i> JEAN HERBERT, 24, CASTLE STREET, EDINBURGH, EH2 3HT Company Director.	<i>6m</i> ONE
<i>Thos Arthur Herbert</i> THOMAS ARTHUR HERBERT, LL.B. 24, CASTLE STREET, EDINBURGH, EH2 3HT Barrister-at-Law.	<i>/</i> ONE

Dated the 1st Day of June 1974

WITNESS to the above signatures:-

C. G. Herbert

CHRISTINE FREDA HERBERT,
24, CASTLE STREET,
EDINBURGH, EH2 3HT

The Companies Act, 1948
& 1967

COMPANY LIMITED BY SHARES

Articles of Association
OF

D.M.I. PRECISION ENGINEERING
LIMITED
- - -

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard

to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

13. The first Director(s) of the Company shall be:-
determined in writing by the Subscribers of the Memorandum
of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be:-
THOMAS ARTHUR HERBERT.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

J. Herbert
JEAN HERBERT,
24 Castle Street,
Edinburgh, 2.

COMPANY DIRECTOR.

Thos. Arthur Herbert
THOMAS ARTHUR HERBERT, LL.B.,
24 Castle Street,
Edinburgh, 2.

BARRISTER-AT-LAW.

Dated the 1st DAY of JUNE 1974 *✓ SAN*

WITNESS to the above signatures:-

C. J. D. Herbert
CHRISTINE FREDA HERBERT,
24 Castle Street,
Edinburgh, 2.

COMPANY DIRECTOR.