



CERTIFICATE OF INCORPORATION

No. 61035

I hereby certify that

HOY GROUP SCOTLAND 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 2 November 1976

DED. Robertson
Registrar of Companies

C. 173

Number of
Company 1

61035

Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

HOW GROUP SCOTLAND LIMITED

Presented by

Presentor's Reference MAB/11/U.4128

Evershed & Tomkinson,

10 Newhall Street,

BIRMINGHAM B3 3LX

I, MARTIN ARTHUR BRIDGEWATER

of 10 Newhall Street, Birmingham, B3 3LX

(a) Here insert:
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.

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court

engaged in the formation

of

HOW GROUP SCOTLAND

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 Birmingham in the

Metropolitan County of the West

Midlands

the 21st day of October

one thousand nine hundred and

seventy-six

M.A. Bridgewater

Before me,

J. M. Dean

A Commissioner for Oaths (b) / Solicitor of the Supreme Court

J. M. DEAN 122 WATERLOO ST. BIRMINGHAM.

(b) Or Solicitor or
Notary Public or
Justice of the
Peace as the case
may be.

Certificate No.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

HOW GROUP SCOTLAND LIMITED

Incorporated

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

HOW GROUP SCOTLAND LIMITED

1. The name of the Company is "HOW GROUP SCOTLAND LIMITED"
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - 3.1 To carry on business as heating, ventilating and general engineers and as manufacturers, dealers, installers, repairers and fitters of and in heating, cooling and ventilating apparatus, machinery equipment and supplies of every kind, hot and cold water systems, plant, apparatus, accessories, machinery for ventilation, air conditioning, drying and other air treatments of every description and to carry on all kinds of work connected in any way with the business of heating ventilating, water supply, mechanical, electrical, hydraulic, gas and general engineers and contractors.
 - 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as in the opinion of the Directors, may be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
 - 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest in any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's

business or any branch or department thereof.

- 3.4 To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, docks, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- 3.5 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- 3.6 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collatorally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.7 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
- 3.8 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- 3.9 To receive money on deposit or loan upon such terms as the Company may approve and to give, whether gratuitously or otherwise, guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.10 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances or other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees.

- 3.11 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.12 To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise or by any securities, which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.13 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages, or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.14 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly, or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.15 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold and dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- 3.16 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purpose of the Company.
- 3.17 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

3.18 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, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

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

3.20 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 Shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses 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

Martin Arthur Bridgewater

ONE

10 Newhall Street
Birmingham
B3 3LX

Solicitor

Anthony Pease

ONE

10 Newhall Street
Birmingham
B3 3LX

Solicitor

DATED this *21st* day of *October* 1976

Witness to the above signatures:-

C. Wolf

10 Newhall Street
Birmingham
B3 3LX

Solicitor

61035 3

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

HOW GROUP SCOTLAND LIMITED

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1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
 2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations, 1, 3, 4, and 5 of Part II of Table A shall not apply to the Company.
 3. In these Articles the expression "the Controlling Company" means the company known at the date of adoption of these Articles as How Group Limited (Company No. 191383)

SHARES

4. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

9. Regulation 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 "member present shall be a quorum".

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

12. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:

12.1 Any person who is a director of the Controlling Company for so long only as such person is a Director of the Controlling Company, and

12.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 12.2 of this Article.

13. A Director shall not be required to hold any share qualifications but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

14. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 12 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

15. The Directors shall have power at any time, and from time to time to appoint any person eligible under Article 12 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

16. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration -by way of salary, percentage of profits or otherwise as the Directors may determine.

17. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF DIRECTORS

18. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.

19. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company,

and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 14.
- (7) If he ceases to be eligible under Article 12.

ROTATION OF DIRECTORS

21. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.

Names, addresses and descriptions of Subscribers

Martin Arthur Bridgewater

10 Newhall Street
Birmingham
B3 3LX
Solicitor

Anthony Peace

10 Newhall Street
Birmingham
B3 3LX
Solicitor

DATED this *21st* day of *October* 1976

Witness to the above signatures:-

C. Wolf

10 Newhall Street
Birmingham
B3 3LX
Solicitor

Certificate No.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

HOW GROUP SCOTLAND LIMITED

Incorporated

Company No. 6105

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HOW GROUP SCOTLAND LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 6th December, 1976 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

That the regulations contained in the document produced to the Meeting and for the purpose of identification subscribed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

Peter How

Chairman of the Meeting.

W.H.

Certificate No. 61035

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

Articles

of

Association

(Adopted by Special Resolution passed 6 December 1976)

of

HOW GROUP SCOTLAND LIMITED

Incorporated 2nd November, 1976

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

-of-

HOW GROUP SCOTLAND LIMITED
(Adopted by Special Resolution passed 6th December, 1976)

-
1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
 2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations, 1, 3, 4, and 5 of Part II of Table A shall not apply to the Company.
 3. In these Articles the expression "the Controlling Company" means the company known at the date of adoption of these Articles as How Group Limited (Company No. 191383)

SHARES

4. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares at the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

9. Regulation 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".

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

12. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

12.1 Any person who is a director of the Controlling Company for so long only as such person is a Director of the Controlling Company; and

12.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 12.2 of this Article.

13. A Director shall not be required to hold any share qualifications but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

14. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 12 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

15. The Directors shall have power at any time, and from time to time to appoint any person eligible under Article 12 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

16. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration -by way of salary, percentage of profits or otherwise as the Directors may determine.

17. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWERS AND DUTIES OF DIRECTORS

18. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.

19. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company,

and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 14.
- (7) If he ceases to be eligible under Article 12.

ROTATION OF DIRECTORS

21. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.

Peter How

Chairman of the Meeting

Certificate No. 61035

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

Articles

of

Association

*(Adopted by Special Resolution passed
6th December , 1976)*

of

HOW GROUP SCOTLAND LIMITED

Incorporated 2nd November, 1976



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 61035

I hereby certify that

HOW GROUP SCOTLAND LIMITED

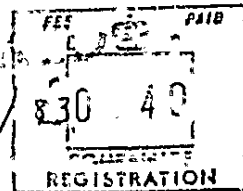
having by special resolution changed its name, is now incorporated under the name of

HOW ENGINEERING SERVICES SCOTLAND LIMITED

Given under my hand at Edinburgh the 1 September 1983


Registrar of Companies

61035/25



SPECIAL RESOLUTION OF HOW GROUP SCOTLAND LIMITED
REGISTERED NUMBER 61035 SCOTLAND

An Extraordinary General Meeting of the members of the above company was held on Friday, 5th August 1983, at 1 Albion Way, Kelvin, East Kilbride, Lanark G75 0XZ.

The following resolution was passed, as a special resolution:

"That the name of the company be changed to How Engineering Services Scotland Limited."

A handwritten signature in cursive script, appearing to read "C.J. Parkinson".

C.J. PARKINSON
MANAGING DIRECTOR

