



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company Number

124643

I hereby certify that

ZALETECH LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Signed at Edinburgh

30 APRIL 1990

A handwritten signature in cursive script, likely belonging to the Registrar of Companies.

Registrar of Companies

Statutory Declaration of compliance with requirements on application for registration of a company

12

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] []

124643

Name of company

* ZALETECH LIMITED

I, JOANNE WAUGH
of 27 CASTLE STREET
EDINBURGH
EH2 3DN

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 EDINBURGH

Declarant to sign below

the Twenty Third day of April
One thousand nine hundred and NINETY
before me John R. Boyle

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths;

Presentor's name address and
reference (if any):

SCOTT'S
27 CASTLE STREET
EDINBURGH EH2 3DN
Tel. 031 225 4973



For official Use

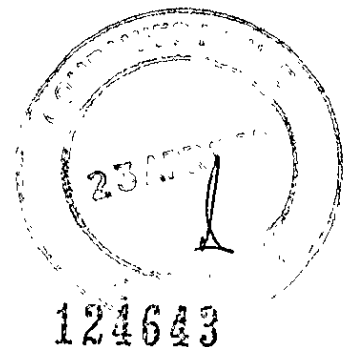
New Companies Section

Post room

Memorandum of Association

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ZALETECH LIMITED



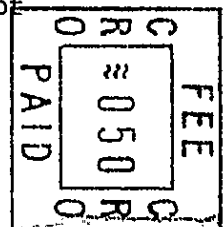
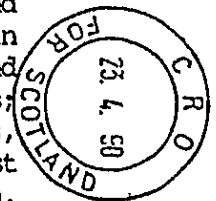
1. The name of the Company is ZALETECH LIMITED ✓

2. The Registered Office of the Company will be situate in Scotland. ✓

3. The objects for which the Company is established are:—

(A)

To carry on in Scotland and elsewhere any or all of the businesses of consultant engineers, production planners, engineering technicians, surveyors, quantity surveyors, geometrical and dimensional controllers, quality assurance controllers; to provide design and technical, project management and consultancy services to the petro-chemical, oil, natural gas, aerospace, aeronautical, marine, automotive, process and packaging industries, the mechanical, electrical, electronic, general engineering, manufacturing and building industries; to act as advisors and consultants regarding all site supervision and commission work for all commercial and industrial contractors and to provide skilled staff and design engineers in this connection; general traders, manufacturers, distributors, importers, exporters, wholesalers and retailers of goods, wares, produce, products, commodities and merchandise of every description; and order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw materials, manufactured goods, provisions and general produce; contract buyers, consultants and advisers; general business consultants, market research specialists, experts and advisers in business, office and other systems, cost analysis efficiency techniques, marketing and sales promotion, management, commercial social and other undertakings and technical, economic and financial matters affecting commerce and industry; to undertake, perform and carry out all kinds of commercial trading and financial operations.



- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest 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.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, 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.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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 with 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 collaterally or further to secure any securities of the Company by a trust deed or other assurance. 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 of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (G) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future including its uncalled capital or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on, any securities) of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business.
- (H) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of any person or corporation.
- (I) To apply for, purchase or otherwise acquire and hold, use, develop, sell licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, brevets d'invention and concessions and the like and any interest therein.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the monies of the Company not immediately required for the purposes of its business or securities in or upon such investments, and in such manner as may from time to time be determined.
- (L) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the company or for any other purpose which may be considered expedient.
- (M) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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.

- (N) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures or other securities of any other company.
- (O) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (P) 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.
- (Q) 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 of any company or corporation, with or without deferred or preferred 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.

- (R) To 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 any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (S) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.
- (T) 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 be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The share capital of the Company is £ 100 divided into 100 shares of £1 each.

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.

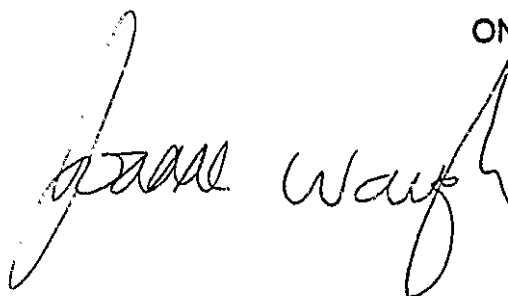
Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

JOANNE WAUGH
27 CASTLE STREET
EDINBURGH
EH2 3DN

Company Registration Agent

ONE



PETER JOHN TRAINER
27 CASTLE STREET
EDINBURGH
EH2 3DN

Company Registration Agent

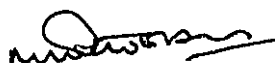


ONE

DATED the 23 April 1990

Witness to the above Signatures

MICHAEL PATTERSON
27 CASTLE STREET
EDINBURGH
EH2 3DN



Company Registration Agent

Articles of Association

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

OF

ZALETECH LIMITED

124643

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined by Section 80(2) of the Act) to such persons and generally on such terms and in such manner as they think fit.
4. Any original shares for the time being unissued and any new shares from time to time to be created and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company in General Meeting shall otherwise determine. Such offer shall be made by notice in writing specifying the number of shares offered and limiting a period (being not less than fourteen days) within which the offer, if not accepted will be deemed to be declined. After the expiration of such time, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer.

5 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

6. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

LIEN

7. The Company shall have a first and paramount lien on every share whether or not it is a fully paid share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company.

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.
Clause 24 of Table A shall not apply.

APPOINTMENT OF DIRECTORS

9. (a) Unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors. Accordingly Clause 64 in Table A shall not apply to the Company.
- (b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (c) A person may be appointed a Director notwithstanding that he has attained the age of 70 years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if:
- (i) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors; or
 - (iii) he is a person of unsound mind; or
 - (iv) he resigns his office by notice to the Company; or
 - (v) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

GENERAL MEETINGS

11. (a) A notice convening a General Meeting shall not be required to specify the general nature of the business to be transacted unless that business is deemed to be special business therefore Clause 38 of Table A shall be modified accordingly.
- (b) All business that is or is to be transacted at an Extraordinary General Meeting or an Annual General Meeting shall be deemed special with the exception of declaring a dividend, the consideration of the accounts, the Reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (c) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.
- (d) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed, shall when one Director only is in office be one, and shall, when more than one Director is in office be two.
- (e) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

ALTERNATE DIRECTOR

12. Any Director may by notice in writing signed by him and deposited at the Registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

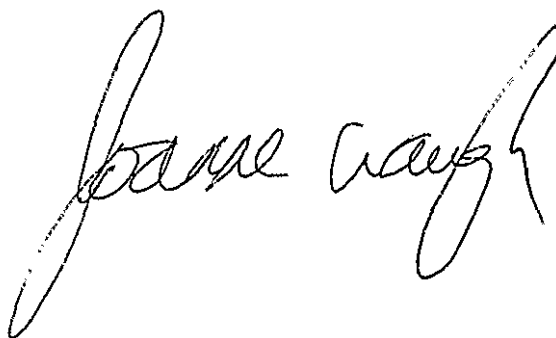
INDEMNITY

14. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, officer or official of the company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers

JOANNE WAUGH
27 CASTLE STREET
EDINBURGH
EH2 3DN

Company Registration Agent



PETER JOHN TRAINER
27 CASTLE STREET
EDINBURGH
EH2 3DN

Company Registration Agent

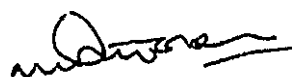


DATED the 23 April 1990

Witness to the above Signatures

MICHAEL PATTERSON
27 CASTLE STREET
EDINBURGH
EH2 3DN

Company Registration Agent



G

COMPANIES FORM No. 10

Statement of first directors
and secretary and intended
situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

124643

Name of company

* insert full name
of company

* ZALETECH LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

27 Castle Street

Edinburgh

Postcode

EH2 3DN

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below



SCOTT'S

27 CASTLE STREET

EDINBURGH EH2 3DN

Tel. 031 225 4973



Postcode

Number of continuation sheets attached (see note 1)



Presentor's name address and
reference (if any):

SCOTT'S

27 CASTLE STREET

EDINBURGH EH2 3DN

Tel. 031 225 4973



For official Use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) JOANNE WAUGH		Business occupation COMPANY REGISTRATION AGENT	
Previous name(s) (note 3)		Nationality	
Address (note 4)		BRITISH	
27 CASTLE STREET		Date of birth (where applicable)	
EDINBURGH	Postcode	(note 6)	
EH2 3DN			
Other directorships †			
NONE			
I consent to act as director of the company named on page 1			
Signature <i>Joanne Waugh</i>		Date 23/4/90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Read and fill in
carefully
the following

Please complete
legibly, preferably
in block type, or
bold black lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		
PETER JOHN TRAINER		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
27 CASTLE STREET		
EDINBURGH	Postcode	EH2 3DN
I consent to act as secretary of the company named on page 1		
Signature <i>Peter Trainer</i>		Date 23/4/90

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

<i>[Signature]</i>	
Signature of agent on behalf of subscribers	Date 23/4/90

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date