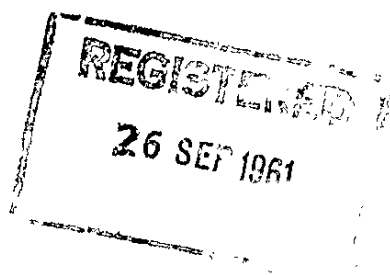


Number of
by

704176 | 1

Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

G.E.C. (LIGHTING ^{AND} EQUIPMENT) HOLDINGS
LIMITED

ad by

Herbert Smith & Co.,

62, London Wall,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Walter Frederick Roll

of 62 London Wall, London, E.C.2.

(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 Solicitor

of the Supreme Court engaged in the formation

of G.E.C. (LIGHTING & EQUIPMENT) HOLDINGS

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 20 Copthall Avenue

in the City of London

the 15th day of September,

one thousand nine hundred and sixty-

One

Walter F. Roll

Before me,

[Signature]

Note.—This margin is reserved for binding and must not be written across.

764176/2

C12 10/

Number of }
Company }

Form No. 25

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY

SHARES

26 SEP 1961

Statement of the Nominal Capital

OF

Hole

G.E.C. (LIGHTING ^{AND} EQUIPMENT) HOLDINGS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Herbert Smith & Co.

62, London Wall,
London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

446

G.E.C. (LIGHTING ^{AND} EQUIPMENT) HOLDINGS Limited,

is £100, divided into:

100 Shares of £1 each

_____ Shares of _____ each

*Signature Herbert Smith & Co.

Description Solicitors engaged in the formation

Dated the 14th day of September 1961

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

NOTE.—This margin is reserved for binding and must not be written on.



704176/3

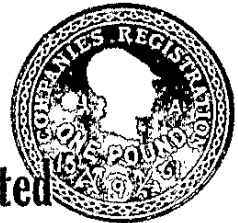
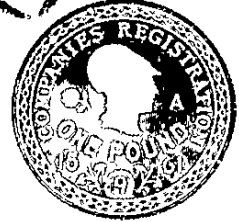
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

G.E.C. (Lighting and Equipment) Holdings Limited



1. The name of the Company is "G.E.C. (LIGHTING AND EQUIPMENT) HOLDINGS LIMITED". *Also*

2. The registered office of the Company will be situate in England. ✓

3. The objects for which the Company is established are:— *See doc 9.*

(1) To carry on the business of an industrial and commercial holding company and to acquire and hold for investment shares, stocks, debentures, debenture stock, perpetual or otherwise, annuities, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.

now (2) To acquire and hold any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates, or otherwise, and whether or not fully paid up, and to make payments thereon as called up, or in advance of calls or otherwise, and to subscribe for the same, either conditionally or otherwise, and to hold the same, but with power to vary the same and to exercise and

enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (3) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (4) To carry on business as bankers, capitalists, financiers and merchants.
- (5) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (6) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities so received.
- (7) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (8) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person

or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (9) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered moneylender.
- (10) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (11) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (12) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (13) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (14) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation,

company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (15) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (16) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (18) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company

as aforesaid, or of any such person 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (19) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (20) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (21) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (22) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (23) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (24) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending extending or re-enacting the same.

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, 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.
<p style="text-align: center;"><i>VICKERS</i></p> <p><i>J. W. Vickers</i> <i>Magnet House,</i> <i>Kingway,</i> <i>London, W.C.2.</i></p> <p><i>Editor</i></p>	<p><i>One.</i></p>
<p><i>H. G. BOND</i> <i>Magnet House,</i> <i>Kingway,</i> <i>London W.C.2.</i></p> <p><i>black</i></p>	<p><i>One</i></p>

DATED the *12th* day of *September*, 1961.

WITNESS to the above Signatures:—

H. D. Duffield
Magnet House,
Kingway,
London, W.C.2

Secretary.



704176/4

THE COMPANIES ACT, 1948.

REGISTERED

25 SEP 1961

COMPANY LIMITED BY SHARES.

Articles of Association

OF

G.E.C. (Lighting and Equipment) Holdings Limited

1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than six in number.

6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. L. Tucker
Magnet House,
Kingway,
London, W.C.2.

Enlisted

H. G. Bond
Magnet House,
Kingway,
London, W.C.2.
Clerk.

DATED the *12th* day of *September*, 1961.

WITNESS to the above Signatures: —

M. D. Wuffield
Magnet House,
Kingway,
London, W.C.2.

Secretary.

We hereby certify that all the alterations in
the Memorandum & Articles of Association
have been made with the full knowledge
& consent of the subscribers.

Robert Smith

27/9/61

C. 173

DUPLICATE FOR THE FILE

No. 704176



Certificate of Incorporation

I Hereby Certify, that

G.E.C. (LIGHTING AND EQUIPMENT) HOLDINGS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-sixth** day of
September One Thousand Nine Hundred and Sixty one.

Assistant Registrar of Companies.

Certificate
received by

- See Separate Record

Date



COMPANY LIMITED BY SHARES.

Special Resolutions

OF

G.E.C. (LIGHTING & EQUIPMENT) HOLDINGS LIMITED

(Passed 28th March 1963.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Lloyd House, 2 Colmore Circus, Birmingham 4, on Thursday the 28th day of March 1963, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

SPECIAL RESOLUTIONS.

1. THAT the name of the Company be changed to "G.E.C. (Industrial Heating) Limited".

2. THAT the Memorandum of Association of the Company be altered in manner following:—

(1) by the deletion of sub-clauses (1) and (2) of Clause 3 and the insertion of the following two new sub-clauses in substitution therefor :

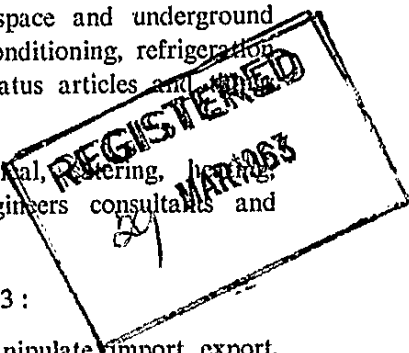
"(1) To carry on the businesses of manufacturers, designers, suppliers, repairers and hirers of, and dealers in, all types of industrial, commercial, domestic, marine, aeronautical, road and rail transport cooking and baking equipment, immersion and storage water heating equipment, space and underground heating equipment, process heating equipment, air-conditioning, refrigeration and incineration equipment and all kinds of apparatus articles and things used or capable of being used therewith.

(2) To carry on the business of electrical, mechanical, engineering, heating, air-conditioning, refrigeration and incineration engineers consultants and contractors."

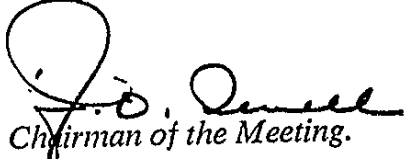
(2) by the insertion of the following new sub-clauses in Clause 3 :

"(3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(4) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.



- (5) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (6) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To invest and deal with the moneys of the Company in such manner as may from time to time be determined."
- (3) by the re-numbering of the existing sub-clauses (3)-(24) of Clause 3 accordingly.


Chairman of the Meeting.

No.704176



Reference: C.R.98/T786/63



57

COMPANIES ACT, 1948

G.E.C. (LIGHTING AND EQUIPMENT) HOLDINGS LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

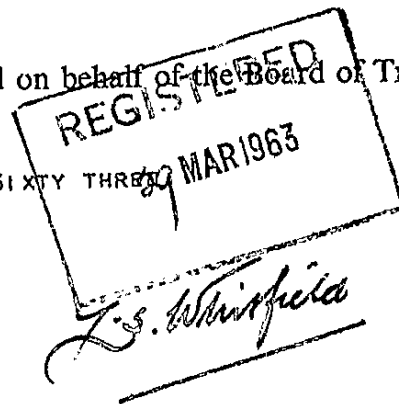
G.E.C. (INDUSTRIAL HEATING) LIMITED

this

TWENTY-NINTH DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY THREE

Signed on behalf of the Board of Trade



No. C. 60.

Wt. 68470/1715 5m. 2/62 B.L.&Co.Ltd. Gp.891/7847

Authorised in that behalf by the
President of the Board of Trade

WJ

DUPLICATE FOR THE FILE.

No. 704178



Certificate of Incorporation on Change of Name

Whereas

G.E.C. (LIGHTING AND EQUIPMENT) HOLDINGS LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **TWENTY-SIXTH DAY OF SEPTEMBER, 1961**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

G.E.C. (INDUSTRIAL HEATING) LIMITED

Given under my hand at London, this **TWENTY-NINTH DAY OF MARCH**
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Certificate received by

E.M. Gavin

Off. Herbert Smith

Date *29/3/63*

L.S. Whitfield
Assistant Registrar of Companies.

1105

704176 / 13

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
G.E.C. (Industrial Heating) Limited

1. The name of the Company is "G.E.C. (INDUSTRIAL HEATING) LIMITED".

NOTE:—
See Certificate of
Incorporation on
a Change of
Name dated
29th March,
1963.

2. The registered office of the Company will be situate in England.

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

- (1) To carry on the businesses of manufacturers, designers, suppliers, repairers and hirers of, and dealers in, all types of industrial, commercial, domestic, marine, aeronautical, road and rail transport, cooking and baking equipment, immersion and storage water heating equipment, space and underground heating equipment, process heating equipment, air-conditioning, refrigeration and incineration equipment and all kinds of apparatus articles and things used or capable of being used therewith.
- (2) To carry on the business of electrical, mechanical, catering, heating, air-conditioning, refrigeration and incineration engineers, consultants and contractors.
- (3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such

REGISTERED



business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.

- (4) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (5) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (6) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (8) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried

on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.

- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities so received.
- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its

uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such person 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending extending or re-enacting the same.

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, 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.

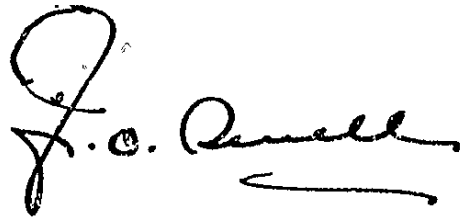
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>D. M. VICKERS, Magnet House, Kingsway, London, W.C.2.</p> <p><i>Solicitor.</i></p>	<p>One.</p>
<p>H. G. BOND, Magnet House, Kingsway, London, W.C.2.</p> <p><i>Clerk.</i></p>	<p>One.</p>

DATED the 12th day of September, 1961.

WITNESS to the above Signatures:—

M. D. DUFFIELD,
Magnet House,
Kingsway,
London, W.C.2.

Secretary.



704176

33.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
G.E.C. (Industrial Heating) Limited

1. The name of the Company is "G.E.C. (INDUSTRIAL HEATING) LIMITED".

2. The registered office of the Company will be situate in England.

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

- (1) To carry on the businesses of manufacturers, designers, suppliers, repairers and hirers of, and dealers in, all types of industrial, commercial, domestic, marine, aeronautical, road and rail transport, cooking and baking equipment, immersion and storage water heating equipment, space and underground heating equipment, process heating equipment, air-conditioning, refrigeration and incineration equipment and all kinds of apparatus articles and things used or capable of being used therewith.
- (2) To carry on the business of electrical, mechanical, catering, heating, air-conditioning, refrigeration and incineration engineers, consultants and contractors.
- (3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such

NOTE:—
See Certificate of
Incorporation on
a Change of
Name dated
29th March,
1963.

business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.

- (4) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (5) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (6) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (8) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried

on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.

- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities so received.
- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its

uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such person 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.

- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending extending or re-enacting the same.

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, 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.
<p>D. M. VICKERS, Magnet House, Kingsway, London, W.C.2.</p> <p><i>Solicitor.</i></p>	<p>One.</p>
<p>H. G. BOND, Magnet House, Kingsway, London, W.C.2.</p> <p><i>Clerk.</i></p>	<p>One.</p>

DATED the 12th day of September, 1931.

WITNESS to the above Signatures:—

M. D. DUFFIELD,
Magnet House,
Kingsway,
London, W.C.2.

Secretary.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

G.E.C. (LIGHTING & EQUIPMENT) HOLDINGS LIMITED

(Passed 28th March 1963.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Lloyd House, 2 Colmore Circus, Birmingham 4, on Thursday the 28th day of March 1963, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

SPECIAL RESOLUTIONS.

1. THAT the name of the Company be changed to "G.E.C. (Industrial Heating) Limited".

2. THAT the Memorandum of Association of the Company be altered in manner following:—

(1) by the deletion of sub-clauses (1) and (2) of Clause 3 and the insertion of the following two new sub-clauses in substitution thereof:

"(1) To carry on the businesses of manufacturers, designers, suppliers, repairers and hirers of, and dealers in, all types of industrial, commercial, domestic, marine, aeronautical, road and rail transport cooking and baking equipment, immersion and storage water heating equipment, space and underground heating equipment, process heating equipment, air-conditioning, refrigeration and incineration equipment and all kinds of apparatus articles and things used or capable of being used therewith.

(2) To carry on the business of electrical, mechanical, catering, heating, air-conditioning, refrigeration and incineration engineers consultants and contractors."

(2) by the insertion of the following new sub-clauses in Clause 3:

"(3) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(4) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.

- (5) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (6) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To invest and deal with the moneys of the Company in such manner as may from time to time be determined."
- (3) by the re-numbering of the existing sub-clauses (3)-(24) of Clause 3 accordingly.

Chairman of the Meeting.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

G.E.C. (INDUSTRIAL HEATING) LIMITED

1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than six in number.

6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

D^o M. VICKERS,

Magnet House,

Kingsway,

London, W.C.2.

Solicitor.

H. G. BOND,

Magnet House,

Kingsway,

London, W.C.2.

Clerk.

DATED the 12th day of September, 1961.

WITNESS to the above Signatures: --

M. D. DUFFIELD,

Magnet House,

Kingsway,

London, W.C.2.

Secretary.

No:

704176

/36

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

G.E.C. (INDUSTRIAL HEATING) LIMITED

Passed 15th November 1974

At an EXTRAORDINARY GENERAL MEETING of the Company held at 1 Stanhope Gate, London, W1A 1EH on the 15th day of November, 1974, the following Resolutions were passed as SPECIAL RESOLUTIONS of the Company:-

RESOLVED

1. THAT the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the form annexed hereto and for the purposes of identification initialled by the Chairman.
2. THAT the existing Articles of Association shall no longer apply to the Company and in lieu thereof the Articles of Association as set out in the form annexed hereto and for the purposes of identification initialled by the Chairman be adopted by the Company.


Chairman

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2. The objects for which the Company is established are:-

- (1) To carry on the trades or businesses of inventing, designing, developing, manufacturing, testing, installing, erecting, commissioning, repairing, buying, selling, exporting, letting on hire, factoring, importing, or otherwise dealing in electrical, radio-telegraphic, radio-telephonic, telegraphic, telephonic, electronic, television, automation, signalling, control, data processing, data display and data transmission apparatus, data processing software, semi-conductor apparatus and devices, safety and detonating devices for explosive apparatus, scientific apparatus and devices, traction, power supply, environmental control, passenger handling and station equipment, passenger and goods vehicles, civil engineering structures, and other instruments, appliances, equipment, vehicles and works of every kind for use in connection with all kinds of transportation systems and the component parts of such systems; to undertake surveys or studies in respect of such systems; to act as consultants or in any other advisory capacity in relation to such systems, including the use or application of or the techniques of testing, manufacturing/ installing, erecting, commissioning, repairing and operating the above-mentioned apparatus, devices, instruments, appliances, vehicles and structures and the component parts thereof; to carry out research useful in connection with the above mentioned trades or businesses; and to act as managers, contractors or sub-contractors for or to supervise, direct or co-ordinate the activities or operations of or generally to collaborate or co-operate with any person, firm or corporation carrying on or engaged in or proposing to carry on or engage in any business, activity or transaction within the objects of the Company.

- (2) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention trade marks, registrable designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
- (3) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (4) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (5) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (7) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve,

work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.

- (8) To carry on business as bankers, capitalists, financiers and merchants.
- (9) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (10) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.

- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the ~~Board of Trade~~ or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think

desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: ~~Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or of any Act amending, extending or re-enacting the same.~~

~~4. The liability of the Members is limited.~~ ✓

~~5. The share capital of the Company is £100 divided into 100 shares of £1 each.~~ ✓

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

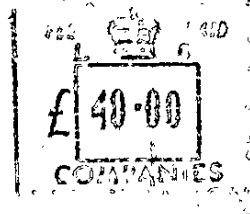
G.E.C. (INDUSTRIAL HEATING) LIMITED

(adopted by Special Resolution dated 15th November, 1974)

-
1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
 3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 4. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than ten in number.
 5. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
 6. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
 7. The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.
 8. The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 7 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.

9. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

No: 704176 / 37



240

The Companies Acts 1948 to 1967
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

G.E.C. (INDUSTRIAL HEATING) LIMITED

Passed 28th October 1974

At an EXTRAORDINARY GENERAL MEETING of the Company held at 1 Stanhope Gate, London, W1A 1EH on the 28th day of October, 1974, the following Resolution was passed as a SPECIAL RESOLUTION of the Company:-

RESOLVED:-

That with the consent of the Department of Trade the name of the Company be changed to GEC TRANSPORTATION PROJECTS LIMITED.



(Signature)

Chairman

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013999 Melico



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 704176/38

I hereby certify that

G.E.C. (INDUSTRIAL HEATING) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

GEC TRANSPORTATION PROJECTS LIMITED

Given under my hand at London the

26TH NOVEMBER 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies

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704116 W N
39
THE COMPANIES ACTS 1948 & 1967
Sam P. P. P.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEC TRANSPORTATION PROJECTS LIMITED ✓

1. The name of the Company is GEC TRANSPORTATION PROJECTS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the trades or businesses of inventing, designing, developing, manufacturing, testing, installing, erecting, commissioning, repairing, buying, selling, exporting, letting on hire, factoring, importing, or otherwise dealing in electrical, radio-telegraphic, radio-telephonic, telegraphic, telephonic, electronic, television, automation, signalling, control, data processing, data display and data transmission apparatus, data processing software, semi-conductor apparatus and devices, safety and detonating devices for explosive apparatus, scientific apparatus and devices, traction, power supply, environmental control, passenger handling and station equipment, passenger and goods vehicles, civil engineering structures, and other instruments, appliances, equipment, vehicles and works of every kind for use in connection with all kinds of transportation systems and the component parts of such systems; to undertake surveys or studies in respect of such systems; to act as consultants or in any other advisory capacity in relation to such systems, including the use or application of or the techniques of manufacturing, testing, installing, erecting, commissioning, repairing and operating the above-mentioned apparatus, devices, instruments, appliances, vehicles and structures and the component parts thereof; to carry out research useful in connection with the above mentioned trades or businesses; and to act as managers, contractors or sub-contractors for or to supervise, direct or co-ordinate the activities or operations of or generally to collaborate or co-operate with any person, firm or corporation carrying on or engaged in or proposing to carry on or engage in any business, activity or transaction within the objects of the Company. ✓
 - (2) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention trade marks, registrable designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.

- (3) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (4) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (5) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (7) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (8) To carry on business as bankers, capitalists, financiers and merchants.
- (9) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (10) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

The liability of the Members is limited.

The share capital of the Company is £100 divided into 100 shares of £1 each.

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.
D. M. VICKERS, Magnet House, Kingsway, London, W.C.2. <i>Solicitor.</i>	One.
H. G. BOND, Magnet House, Kingsway, London, W.C.2. <i>Clerk.</i>	One.

DATED the 12th day of September, 1961.

WITNESS to the above Signatures:—

M. D. DUFFIELD,
Magnet House,
Kingsway,
London, W.C.2.

Secretary.

ARTICLES OF ASSOCIATION

- of -

GEC TRANSPORTATION PROJECTS LIMITED

(adopted by Special Resolution dated 15th November, 1974)

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1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
 3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 4. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than ten in number.
 5. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
 6. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
 7. The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.
 8. The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 7 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.

9. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

D. M. VICKERS,

Magnet House,

Kingsway,

London, W.C.2.

Solicitor.

H. G. BOND,

Magnet House,

Kingsway,

London, W.C.2.

Clerk.

DATED the 12th day of September, 1961.

WITNESS to the above Signatures: —

M. D. DUFFIELD,

Magnet House,

Kingsway,

London, W.C.2.

Secretary.

Company Number 704176



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC TRANSPORTATION PROJECTS LIMITED

DATED 22 JUNE 1989

At an Extraordinary General Meeting of the Company duly convened and held on 22 June 1989 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to 'GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED' and that Clause 1 of the Company's Memorandum of Association be altered accordingly.

CHAIRMAN

LB f164t
pul 33816

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 704176

I hereby certify that

GEC TRANSPORTATION PROJECTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**GEC ALSTHOM TRANSPORTATION PROJECTS
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 1 JULY 1989

M. Rose
M. ROSE

an authorised officer

Company Number 704176

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

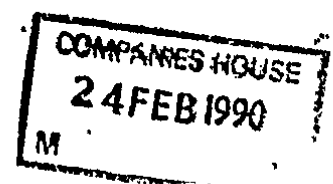
MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED



The Companies Acts, 1985

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM

and

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on
22nd June 1989)

of

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 704176

I hereby certify that

GEC TRANSPORTATION PROJECTS LIMITED

having by special resolution changed its name,

is now Incorporated under the name of

**GEC ALSTHOM TRANSPORTATION PROJECTS
LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 1 JULY 1989

M. Rose
M. ROSE

an authorised officer

Company Number 704176

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC TRANSPORTATION PROJECTS LIMITED

DATED 22 JUNE 1989

At an Extraordinary General Meeting of the Company duly convened and held on 22 June 1989 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to 'GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED' and that Clause 1 of the Company's Memorandum of Association be altered accordingly.



†
CHAIRMAN



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 704176

I hereby certify that

G.E.C. (INDUSTRIAL HEATING) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

GEC TRANSPORTATION PROJECTS LIMITED

Given under my hand at London the 26TH NOVEMBER 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED

1. The name of the Company is GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the trades or businesses of inventing, designing, developing, manufacturing, testing, installing, erecting, commissioning, repairing, buying, selling, exporting, letting on hire, factoring, importing, or otherwise dealing in electrical, radio-telegraphic, radio-telephonic, telegraphic, telephonic, electronic, television, automation, signalling, control, data processing, data display and data transmission apparatus, data processing software, semi-conductor apparatus and devices, safety and detonating devices for explosive apparatus, scientific apparatus and devices, traction, power supply, environmental control, passenger handling and station equipment, passenger and goods vehicles, civil engineering structures, and other instruments, appliances, equipment, vehicles and works of every kind for use in connection with all kinds of transportation systems and the component parts of such systems; to undertake surveys or studies in respect of such systems; to act as consultants or in any other advisory capacity in relation to such systems, including the use or application of or the techniques of manufacturing, testing, installing, erecting, commissioning, repairing and operating the above-mentioned apparatus, devices, instruments, appliances, vehicles and structures and the component parts thereof; to carry out research useful in connection with the above mentioned trades or businesses; and to act as managers, contractors or sub-contractors for or to supervise, direct or co-ordinate the activities or operations of or generally to collaborate or co-operate with any person, firm or corporation carrying on or engaged in or proposing to carry on or engage in any business, activity or transaction within the objects of the Company.
 - (2) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention trade marks, registrable designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.

- (3) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (4) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (5) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (7) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (8) To carry on business as bankers, capitalists, financiers and merchants.
- (9) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (10) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (16) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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 object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (26) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of 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 or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said 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, 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.
D. M. VICKERS, Magnet House, Kingsway, London, W.C.2. <i>Solicitor.</i>	One.
H. G. BOND, Magnet House, Kingsway, London, W.C.2. <i>Clerk.</i>	One.

DATED the 12th day of September, 1961.

WITNESS to the above Signatures:—

M. D^r DUFFIELD,
Magnet House,
Kingsway,
London, W.C.2.

Secretary.

Company Number 704176

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED

DATED 1ST SEPTEMBER 1989

At an Extraordinary General Meeting of the Company duly convened and held on 1st September 1989 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the regulations contained in the document marked A submitted to this Meeting and, for the purpose of identification signed 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 the existing articles hereof.


CHAIRMAN

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

-of-

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED
(adopted by Special Resolution dated 1st September 1989)

1. The regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of adoption of these Articles, (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 24, 25, 26, 28 (except for the words commencing with "The company" and ending with "is registered,"), 87 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
 3. GEC ALSTHOM Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of GEC ALSTHOM Limited by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 90 of Table A shall take effect subject to this regulation.
 4. GEC ALSTHOM Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointer thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 3 hereof. Regulations 72, 91 and 99 of Table A shall take effect subject to this regulation.
- J.L.

5. The Directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

SIGNED BY
J.P. Allen
CHAIRMAN
DATE 1 September '89

**Touche
Ross**



Corporate Finance

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Birmingham B3 3NY

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DX 13170

The Board of Directors
GEC Alsthom Transportation Projects Limited

4 April 1991

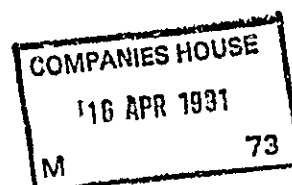
Dear Sirs

Please accept this letter as notice of our resignation as auditors of the above company.

In accordance with section 390 Companies Act 1985, we can confirm that there are no circumstances in connection with our resignation which should be drawn to the attention of the members or creditors of the company.

Yours faithfully

Touche Ross



Member
DAT International

Aberdeen Belfast Birmingham Bolton Bournemouth Bracknell Bristol Cambridge Cardiff Chester Coleraine Crawley Croydon Dundee Dundee Edinburgh Glasgow Hull Leeds
Liverpool London Manchester Milton Keynes Newark Newcastle upon Tyne Newport Newry Nottingham Peterborough Southampton Swansea and Oxford

A Division of Touche Ross & Co

The principal place of business at which a list of partners' names is available: Hill House, 1 Little New Street, London EC4A 3TR

As licensed by the Institute of Chartered Accountants in England and Wales to carry on investment business

Present: GEC ALSTHOM LIMITED
by its proxy Mr.J.M. Paterson

GEC ALSTHOM Nominees Limited by its proxy
Mr.R. Presley (In the Chair)

1. NOTICE OF MEETING

The Notice convening the Meeting was taken as read.

2. AUDITOR'S REPORT

The Secretary read the Auditor's Report.

3. REPORT AND ACCOUNTS

The Report of the Directors and the Accounts issued therewith were taken as read and it was RESOLVED that the Report and Accounts at 31st March 1992 as presented be and the same are hereby adopted.

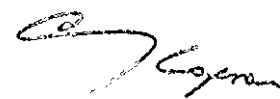
4. AUDITORS - SPECIAL RESOLUTION

The accounts of the Company for the financial year ended 31st March 1992 having been laid before the Company at the Meeting and the Company having qualified as small in that year and having been dormant since the end of it, HEREBY RESOLVES to make itself exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985.

There being no further business to transact the Chairman declared the Meeting closed.


CHAIRMAN

"I hereby certify that this is a true and fair copy"



C.F. COPSON - COMPANY SECRETARY