

No: 1082975

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

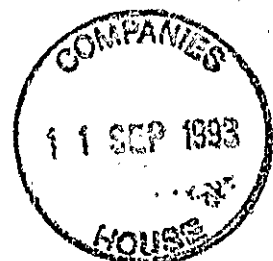
OF

B.M. PLANT LIMITED

Incorporated the 21st day of November 1972

Booth & Co.
Sovereign House
South Parade
Leeds LS1 1HQ

Draft 1/RPE9/ACG/DTR/1.9.93
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THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
B.M. PLANT LIMITED

1. The name of the Company is "B.M. PLANT LIMITED".*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are -
 - (a) To carry on all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal founders, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinnerns, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell,

* The Company was incorporated on 21st November 1972 with the name, "Woodend C.I. Plant Sales Ltd". This name was changed on 1st May 1975 to "C. ITOH Plant Sales (UK) Ltd", on 7th October 1980 to "C.H. Beazer (Plant Sales) Ltd", on 20th November 1987 to "Plant Sales (BM) Limited" and on 3rd August 1988 to "B.M. Plant Limited".

manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (b) To manufacture, buy, sell, treat, prepare for markets and deal in all kinds of plant, machinery, tools, utensils, products, materials, articles and things necessary or useful for carrying on any of the above businesses or operations or usually dealt in by persons engaged therein, and to carry on or do any other business (manufacturing or otherwise) or things which may seem to the Company capable of being conveniently carried on or done in connection with any of the above specified businesses or operations, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (c) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property and suitable for this Company.
- (d) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon

all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- (e) To promote any other company or companies for the purpose of its or their acquiring all or any of the properties or liabilities of this Company, or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares and securities of any such company and to guarantee the payment of any debentures or other securities issued by any such Company.
- (f) To take or otherwise acquire and hold shares in any other company having objects altogether or in any part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (g) To enter into any arrangement for sharing profits, union of interest or otherwise, with any person, firm or company carrying on, or engaged in or about to carry on or to engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue or otherwise deal with the same.
- (h) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings or real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, patents, easements, machinery, plant and stock-in-trade.
- (i) To pay, either in cash, shares or otherwise, as may be deemed expedient for any business, patents or property acquired by the Company.
- (j) To construct, alter, maintain, and manage manufactories, warehouses, stores, buildings and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests.
- (k) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.
- (l) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

- (m) To distribute any of the property of this Company among the Members in specie, but so that no distribution amounting to a reduction of capital be made except in manner required by law without the sanction of Court if requisite.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To establish and maintain branches or agencies and to discontinue or regulate any such branches or agencies.
- (p) To apply for purchase, or otherwise acquire any patent or other rights or inventions, concessions, licences, copyrights and secret processes which may be useful for the Company's objects, to grant licences, to use the same, and to make or assist or employ others to make researches and experiments for the purpose of perfecting, improving or inventing any machinery, processes, or modes of manufacture which might prove beneficial to the Company in the carrying on of any business.
- (q) To invest and deal with the moneys of the Company not immediately required on such securities or investment, and in such manner as may from time to time be determined.
- (r) To borrow or raise or secure the payment of money as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon or otherwise by mortgage or charge of all or any of the Company's property, both present and future, including its uncalled capital, and to redeem or pay off any such securities.
- (s) To support and subscribe to any charitable or public object, and to any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business - to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or, to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
- (t) To sell, improve, manage, develop, exchange, lease, accept surrenders of leases or mortgages, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (u) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities

of the Company, or in or about the promotion of the Company or the conduct of its business.

- (v) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (w) Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company, so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate company.

4. The liability of the Members is limited.

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Michael Peter Bray Royex House Aldermanbury Square London EC2V 7LD Solicitor	One
John Hilary East Royex House Aldermanbury Square London EC2V 7LD Solicitor	One

Dated the 21st day of September 1972

Witness to the above Signatures:- Richard Marne
Solicitor
Royex House
Aldermanbury Square
London EC2

Company No

1082975

THE COMPANIES ACTS 1948 TO 1967

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BM PLANT LIMITED

(Adopted on [7th] September, 1993)

PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

LIEN

4. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys

presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

5. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

6. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

8. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

9. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

11. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. Regulation 81(c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

17. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time

shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.