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THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

Company number

1408064

* delete if
inappropriate

GLOVERBOND

Limited*

I, Michael John Hope,
of 30, City Road,
London, EC1Y 2DE† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976do solemnly and sincerely declare that I am † a person named as Secretary of the Company
in the statement delivered under section 21 of the Companies Act 1976

of GLOVERBOND

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 1835Declared at 30, City Road,
London EC1Y 2DE

- 5 DEC 1978

the day of

One thousand nine hundred and

before me W J Coleman
A Commissioner for Oaths†† or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for OathsPresentor's name, address and
reference (if any)For official use
General section

Post room

1408064 / 3

THE COMPANIES ACTS 1948 to 1976.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GLOBEBOND LIMITED

1. The name of the Company is GLOBEBOND LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor, mechanical, power and general engineers, iron-mongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fitters, carriers and haulage contractors.
 - (2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.

EXPRESS COMPANY REGISTRATIONS Ltd.

33, CHANCERY

LONDON E.C.4.

- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take or lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;

- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;

(T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;



(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 MICHAEL JOHN HOPE 30, City Road, London, E.C.1. Company Formation Assistant.	ONE
 ERIC CHARLES TURNER 30, City Road, London, E.C.1. Company Formation Assistant.	ONE

DATED the 4th day of December 19 78

WITNESS to the above signatures :

JOHN REGAN
30, City Road,
London, E.C.1.



Company Search Assistant.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GLOVEROND LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948, as amended, (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 3, 24, 53, 75, 77, 79 and 88 of Part I of Table A in the said schedule (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Part I of Table A, and regulations 2 to 5 inclusive of Part II of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the directors who may allot, grant options over, or otherwise dispose of them on such terms and in such manner as they think fit, subject to regulation 2 of Part II of Table A and to the provisions of the next following Article and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he

declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

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

TRANSFER AND TRANSMISSION OF SHARES

7. (a) Any share may be transferred to a person who is already a member of the Company.

(b) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any shares of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(c) Any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. In any such circumstances as are set out in Article 7 hereof, regulation 3 of Part II of Table A shall not apply save

(a) to ensure that the number of members shall not exceed the prescribed limit;

(b) to prevent a transfer of shares on which the Company has a lien; or

(c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

9. The proviso to regulation 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their

right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

11. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS

12. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

13. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

15. Paragraphs (2) and (4) of regulation 84 of Part I of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

16. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

17. The office of a director shall be vacated:-
- (a) if he resigns his office by notice in writing to the Company;
 - (b) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (c) if he is prohibited from being a director by an order made under section 188 of the Act, under section 28 of the Companies Act 1976; or under section 9 of the Insolvency Act 1976;
 - (d) if he becomes of unsound mind; or
 - (e) if he is removed from office by a resolution duly passed under section 184 of the Act.

THE SECRETARY

18. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.


NOTICES

19. In regulation 131 of Part I of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

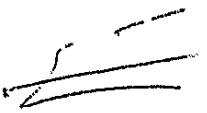
INDEMNITY

20. In addition to the indemnity contained in regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


MICHAEL JOHN HOPE
30, City Road,
London, E.C.1.

Company Formation
Assistant.


ERIC CHARLES TURNER
30, City Road,
London, E.C.1.

Company Formation
Assistant.

DATED the 4th day of December 19 78

WITNESS to the above signatures :

JOHN REGAN
30, City Road,
London, E.C.1.



Company Search Assistant.



THE COMPANIES ACTS 1948 TO 1976

Form No 1

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

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

delete if
inappropriate

Company number

14080645

Name of Company

GLOVEBOND
Limited*

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

30 CITY ROAD, LONDON EC1Y 2DE

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

X

Express Company Registrations Limited,
30, City Road,
London, EC1Y 2DE

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

--

Presenter's
reference (if any):

For official use
General section

Post room

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

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Michael John Hope	Business occupation	Company Formation Assistant
Forl. name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5) NONE			
I hereby consent to act as director of the company named on page 1			
Signature <i>km</i>		Date - 5 DEC 1976	

Name (note 2)	Eric Charles Turner	Business occupation	Company Formation Assistant
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5) NONE			
I hereby consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date - 5 DEC 1976	

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

Name (notes 2 & 7)	Michael John Hope
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	30, City Road, London, EC1Y 2DE
I hereby consent to act as secretary of the company named on page 1	
Signature <i>km</i>	Date - 5 DEC 1976

Signed by or on behalf of the subscribers of the memorandum*

- 5 DEC 1976

* as required by section 21(3) of the Companies Act 1976

Signature *km* [Subscriber] [Agent]† Date

- 5 DEC 1976

† delete as appropriate

Signature *[Signature]* [Subscriber] [Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1408064

I hereby certify that

GLOBEOND LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 9TH JANUARY 1979

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. of Company.....1408064/10.....

THE COMPANIES ACTS 1948 to 1976**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

GLOVEBOND

State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by at ordinary Resolution of the Company dated the
eighth day of March 1979 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 9,900
beyond the registered capital of £ 100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
9900	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

to rank pari passu with the existing ordinary shares

Signature

State whether Director }
or Secretary } SECRETARY

Dated the 8th day of March 1979

Presented by

Lee & Pembertons,

45 Pont Street

London SW1X 0BX

Presentor's Reference. A.T.S.



(see notes overleaf)

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

(Pursuant to S.141 (2) of the Companies Act 1948)

OF

.....
.....Glovebond.....

.....LIMITED

=====
Passed 31st May 1979
=====

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 45 Pont Street London SW1X OBX

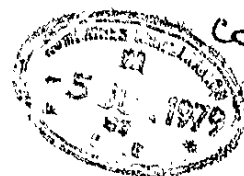
On the 31st day of May 1979, the subjoined SPECIALS RESOLUTIONS were duly passed, Viz. :-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "Erco Lighting Limited"
2. That the Regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Signature

.....Chairman.....



Colt's &
Co.
032592
R40

The Companies Acts 1948 to 1976

Company Limited by Shares

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed
on the 31st Day of May 1979)

OF

Glovebond Limited

Presented by Messrs.Lee & Pembertons, 45 Pont Street, London
SW1 OBX

(Ref AJFS)



G L O V E B O N D L I M I T E D

P R E L I M I N A R Y

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

T R A N S F E R A N D T R A N S M I S S I O N
O F S H A R E S

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remotor issue or parent, brother or sister of that member, and any share of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(b) Any share standing in the names of the trustees of the will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.



3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save:

(a) to ensure that the number of members shall not exceed the prescribed limit;

(b) to prevent a transfer of shares on which the Company has a lien; or

(c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a general meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they

think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any director may appoint any person approved by the Board of Directors to be an alternate director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
9. (1) The directors may from time to time appoint one or more of their body to any executive office including that of managing director, joint managing

director, deputy managing director, financial director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the director cease for any cause to be a director of the Company or if the Company in general meeting shall resolve that his tenure of such executive office shall be determined.

(2) The directors may entrust to and confer upon a director so appointed pursuant to this regulation any of the powers exercisable by them as directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a director shall be vacated:
- (a) if he resigns his office by notice in writing to the Company;
 - (b) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (c) if he is prohibited from being a director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
 - (d) if he becomes of unsound mind; or

(e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

12. In Regulation 131 of Part I of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the Indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

A handwritten signature in dark ink, appearing to be 'J. J. Smith', is located in the bottom right corner of the page. The signature is written in a cursive, flowing style.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1408064 / 13

I hereby certify that

GLOBEBOND LIMITED

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

ERCO LIGHTING LIMITED

Given under my hand at Cardiff the 27TH JUNE 1979

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. 1408064

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

ERCO LIGHTING LIMITED

Incorporated the 9th day of January 1979

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ERCO LIGHTING LIMITED

(As altered by Special Resolutions passed on the 8th day of March 1979 and the 31st day of May 1979)

1. * The name of the Company is "ERCO LIGHTING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) . (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor, mechanical, power and general engineers, ironmongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fitters, carriers and haulage contractors.
 - (2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and

* By a Special Resolution passed on the 31st day of May 1979 and with the consent of the Secretary of State, the name of the Company was changed from Glovebond Limited to ERCO LIGHTING LIMITED on the 27th June 1979.

ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.

- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;

- (II) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and

to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

- (F) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

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

4. The liability of the members is limited.

V

5. * The share capital of the Company is £10,000 divided into 10,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* By a Special Resolution passed on the 8th day of March, 1979 the original Share Capital of £100 was increased to £10,000 by the creation of 9,900 Ordinary 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.
MICHAEL JOHN HOPE, 30, City Road, London, E.C.1. Company Formation Assistant.	ONE
ERIC CHARLES TURNER, 30, City Road, London, E.C.1. Company Formation Assistant.	ONE

DATED this 4th day of December, 1978.

WITNESS to the above Signatures :-

JOHN REGAN,
30, City Road,
London, E.C.1.

Company Search Assistant.

COMPANY LIMITED BY SHARES

Articles of Association

OF

ERCO LIGHTING LIMITED

(Adopted by a Special Resolution passed on the 31st day of May 1979)

PRELIMINARY

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any share of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(b) Any share standing in the names of the trustees of the will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.

3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save :

(a) to ensure that the number of members shall not exceed

the prescribed limit;

- (b) to prevent a transfer of shares on which the Company has a lien; or
- (c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate Meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing

under the hand of the Director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

9. (1) The Directors may from time to time appoint one or more of their body to any executive office including that of Managing Director, Joint Managing Director, Deputy Managing Director, Financial Director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the Director cease for any cause to be a Director of the Company or if the Company in General Meeting shall resolve that his tenure of such executive office shall be determined.

(2) The Directors may entrust to and confer upon a Director so appointed pursuant to this regulation any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated :-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

12. In Regulation 131 of Part I of Table A, all the words after the

words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London, E.C.1.

Company Formation
Assistant.

ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation
Assistant.

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN,
30, City Road,
London, E.C.1.

Company Search Assistant.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

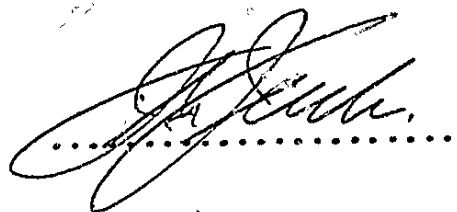
ORDINARY RESOLUTION
INCREASING SHARE CAPITAL

of

ERCO LIGHTING

At an Extraordinary General Meeting of the Company
held at 11.30 a.m. on the 17th day of July 1980 at
38 Dover Street, London W1X 3RB the following ordinary
Resolution was duly passed :--

THAT the share capital of the Company be increased
from £10,000 to £150,000 by the creation of an
additional 140,000 ordinary shares of £1 each to rank
pari passu with the existing ordinary Shares of the
Company in all respects.



Chairman

17th July, 1980



No. of Company 1408064

THE COMPANIES ACTS 1948 to 1976

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

ERCO LIGHTING

Insert name
of Company;
delete "Limited"
if not applicable

State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a ordinary Resolution of the Company dated the
Seventeenth day of July 19 80 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 140,000
beyond the registered capital of £ 10,000

The additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount
of each share

140,000

Ordinary

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

to rank pari passu with the existing ordinary shares

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Signature

State whether Director
or Secretary

SECRETARY

Dated the 17th day of JULY 1980

Presented by

Presentor's Reference AJFS

Lee & Pembertons

45 Pont Street

LONDON SW1X 0BX

(see notes overleaf)



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ERCO LIGHTING LIMITED

(As altered by Special Resolutions passed on the 8th day of March
1979 and the 31st day of May 1979
and by Ordinary Resolution passed on the 17th day of July 1980)

1. *The name of the Company is "ERCO LIGHTING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor, mechanical, power and general engineers, ironmongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fillers, carriers and haulage contractors.
 - (2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and

* By a Special Resolution passed on the 31st day of May 1979 and with the consent of the Secretary of State, the name of the Company was changed from Glovebond Limited to ERCO LIGHTING LIMITED on the 27th June 1979.

ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.

- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;

- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and

to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

- (P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

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

4. The liability of the members is limited.

5. The share capital of the Company is £150,000 divided into 150,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* By a Special Resolution passed on the 8th day of March, 1979 the original Share Capital of £100 was increased to £10,000 by the creation of 9,900 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 17th day of July 1980 the Share Capital of £10,000 was increased to £150,000 by the creation of £140,000 Ordinary 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.
MICHAEL JOHN HOPE, 30, City Road, London, E.C.1. Company Formation Assistant.	ONE
ERIC CHARLES TURNER, 30, City Road, London, E.C.1. Company Formation Assistant.	ONE

DATED this 4th day of December, 1978.

WITNESS to the above Signatures :-

JOHN REGAN,
30, City Road,
London, E.C.1.

Company Search Assistant.

COMPANY LIMITED BY SHARES

Articles of Association

OF

ERCO LIGHTING LIMITED

(Adopted by a Special Resolution passed on the 31st day of May 1979)

PRELIMINARY

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any share of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(b) Any share standing in the names of the trustees of the will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.

3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save :

(a) to ensure that the number of members shall not exceed

the prescribed limit;

- (b) to prevent a transfer of shares on which the Company has a lien; or
- (c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate Meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing

under the hand of the Director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

9. (1) The Directors may from time to time appoint one or more of their body to any executive office including that of Managing Director, Joint Managing Director, Deputy Managing Director, Financial Director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the Director cease for any cause to be a Director of the Company or if the Company in General Meeting shall resolve that his tenure of such executive office shall be determined.

(2) The Directors may entrust to and confer upon a Director so appointed pursuant to this regulation any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated :-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

12. In Regulation 131 of Part I of Table A, all the words after the

words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE.
30, City Road,
London, E.C.1.

Company Formation
Assistant.

ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation
Assistant.

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN,
30, City Road,
London, E.C.1.

Company Search Assistant.



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

1408064

Name of company

* ERCO LIGHTING LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16th December 1993 the nominal capital of the company has been
increased by £850,000 beyond the registered capital of £150,000.

§ the cr ly must be
printed or in s...
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Ranking in all respects pari passu with the 150,000 existing
Ordinary Shares of £1 each in the capital of the Company.

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Ag...

Designation: Secretary

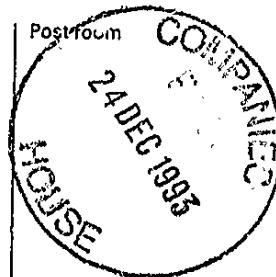
Date 16.12.93

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

Messrs Lee & Pembertons
45 Pont Street
London
SW1X 0BX
Ref: HJT/AJFS.01599.1
Tel: 071 589 1114

For official Use
General Section

Postroom

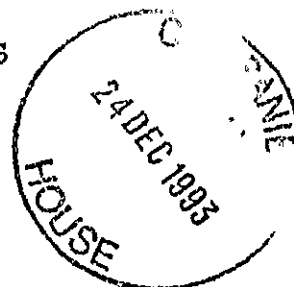


No. 1408064

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS

of

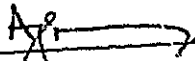
ERCO LIGHTING LIMITED



PASSED ON THE 16TH DAY OF DECEMBER 1993

The following Resolutions were made by the members of the above-named Company on the 16th December 1993 as Ordinary Resolutions:-

1. That the capital of the Company be increased to £1,000,000 by the creation of 850,000 ordinary shares of £1 each such new ordinary shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors are generally authorised pursuant to the Companies Act 1985 Section 80 for a period of 5 years from the date of this Resolution to exercise the power of the Company to allot relevant securities in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of ordinary shares which may be allotted pursuant to this authority shall be £550,000 and this authority may be varied or revoked by an Ordinary Resolution of the Company.


Secretary

No. 1408064

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

of

ERCO LIGHTING LIMITED

PASSED ON THE 16TH DAY OF DECEMBER 1993

The following Resolution was made by the members of the above-named Company on the 16th December 1993 as Ordinary Resolution:-

1. That the Directors are generally authorised pursuant to the Companies Act 1985 Section 80 for a period of 5 years from the date of this Resolution to exercise the power of the Company to allot relevant securities in respect of all shares for the time being unallotted but the maximum aggregate nominal amount of ordinary shares which may be allotted pursuant to this authority shall be £550,000 and this authority may be varied or revoked by an Ordinary Resolution of the Company.

Age
Secretary

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ERCO LIGHTING LIMITED

(As altered by Special Resolutions passed on the 8th day of March 1979 and the 31st day of May 1979 and by Ordinary Resolution passed on the 17th day of July 1980 and the 16th day of December 1993)

1. * The name of the Company is "ERCO LIGHTING LIMITED".

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

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

(A) (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor, mechanical, power and general engineers, ironmongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fitters, carriers and haulage contractors.

(2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and

* By a Special Resolution passed on the 31st day of May 1979 and with the consent of the Secretary of State, the name of the Company was changed from Glovebond Limited to ERCO LIGHTING LIMITED on the 27th June 1979.

ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.

- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;

- (II) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and

to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

- (P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

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

4. The liability of the members is limited.

5. * The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* By a Special Resolution passed on the 8th day of March, 1979 the original Share Capital of £100 was increased to £10,000 by the creation of 9,900 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 17th day of July 1980 the Share Capital of £10,000 was increased to £150,000 by the creation of £140,000 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 16th day of December 1993 the Share Capital of £150,000 was increased

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.
MICHAEL JOHN HOPE, 30, City Road, London, E. C. 1. Company Formation Assistant.	ONE
ERIC CHARLES TURNER, 30, City Road, London, E. C. 1. Company Formation Assistant.	ONE

DATED this 4th day of December, 1978.

WITNESS to the above Signatures :-

JOHN REGAN,
30, City Road,
London, E. C. 1.

Company Search Assistant.

COMPANY LIMITED BY SHARES

Articles of Association

OF

ERCO LIGHTING LIMITED

(Adopted by a Special Resolution passed on the 31st day of May 1979)

PRELIMINARY

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any share of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(b) Any share standing in the names of the trustees of the will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.

3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save :

(a) to ensure that the number of members shall not exceed

the prescribed limit;

- (b) to prevent a transfer of shares on which the Company has a lien; or
- (c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate Meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he hold office as an alternate director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing

under the hand of the Director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

9. (1) The Directors may from time to time appoint one or more of their body to any executive office including that of Managing Director, Joint Managing Director, Deputy Managing Director, Financial Director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the Director cease for any cause to be a Director of the Company or if the Company in General Meeting shall resolve that his tenure of such executive office shall be determined.

(2) The Directors may entrust to and confer upon a Director so appointed pursuant to this regulation any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated :-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;
- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London, E.C.1.

Company Formation
Assistant.

ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation
Assistant.

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN,
30, City Road,
London, E.C.1.

Company Search Assistant.

Company No. 1408064

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

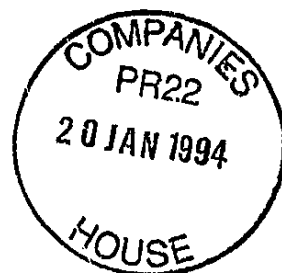
MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ERCO LIGHTING LIMITED



INCORPORATED THE 9TH DAY OF JANUARY 1979

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

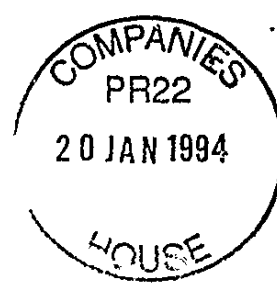
MEMORANDUM OF ASSOCIATION

of

ERCO LIGHTING LIMITED

(As altered by Special Resolutions passed on the 8th day of March 1979 and the 31st day of May 1979 and by Ordinary Resolution passed on the 17th day of July 1980 and the 16th day of December 1993)

-
1. * The name of the Company is "ERCO LIGHTING LIMITED".
 2. The registered office of the Company will be situate in England.



- * By a Special Resolution passed on the 31st day of May 1979 and with the consent of the Secretary of State, the name of the Company was changed from Glovebond Limited to ERCO LIGHTING LIMITED on 27th June 1979.

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

- (A) (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor and mechanical, power and general engineers, ironmongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fitters, carriers and haulage contractors.
- (2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.
- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any moveable or immoveable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of

such property or otherwise turn the same or any part thereof to the advantage of the Company;

- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament

or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) of the time being required by law;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees

or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

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

4. The liability of the members is limited.

5. *The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

* By a Special Resolution passed on the 8th day of March 1979 the original Share Capital of £100 was increased to £10,000 by the creation of 9,900 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 17th day of July 1980 the Share Capital of £10,000 was increased to £150,000 by the creation of £140,000 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 16th day of December 1993 the Share Capital of £150,000 was increased to £1,000,000 by the creation of £850,000 Ordinary 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>MICHAEL JOHN HOPE, 30, City Road London, E.C.1.</p> <p>Company Formation Assistant</p>	ONE
<p>ERIC CHARLES TURNER, 30, City Road London, E.C.1.</p> <p>Company Formation Assistant</p>	ONE

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN
30, City Road
London, E.C.1.

Company Search Assistant

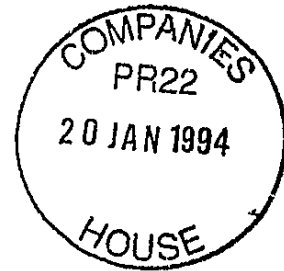
THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ERCO LIGHTING LIMITED



(Adopted by a Special Resolution passed on the 31st day of May 1979)

PRELIMINARY

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any share of

a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her Executors or Trustees.

(b) Any share standing in the names of the Trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.

3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save:

- (a) to ensure that the number of members shall not exceed the prescribed limit;
- (b) to prevent a transfer of shares on which the Company has a lien; or
- (c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate Meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he hold office as an alternate Director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

9. (1) The Directors may from time to time appoint one or more of their body to any executive office including that of Managing Director, Joint Managing Director, Deputy Managing Director, Financial Director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the Director cease for any cause to be a Director of the Company or if the Company in General Meeting shall resolve that his tenure of such executive office shall be determined.

(2) The Directors may entrust to and confer upon a Director so appointed pursuant to this regulation any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated:-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;

- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

12. In Regulation 131 of Part 1 of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first class mail, to have effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road
London, E.C.1.

Company Formation Assistant

ERIC CHARLES TURNER,
30, City Road
London, E.C.1.

Company Formation Assistant

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN
30, City Road
London, E.C.1.

Company Search Assistant

No. 2728065

The Companies Act 1985

Section 250

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MEDALEXCESS LIMITED

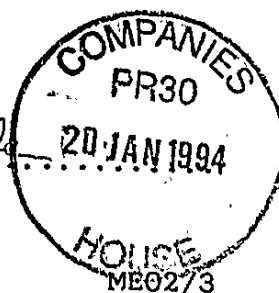
Passed 12th January 1994

At a GENERAL MEETING of the above named Company duly convened and held at EXCHANGE BUILDINGS, EXCHANGE FLAGS, LIVERPOOL, L2 3YL on 12th January 1994 the following Resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

The Company, having been dormant since its formation and no accounts having been laid before it in general meeting resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of the accounts.

..... J. Sadleir
SECRETARY



Company No. 1408064

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

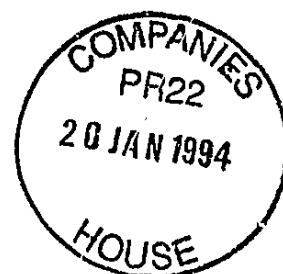
and

ARTICLES OF ASSOCIATION

of

ERCO LIGHTING LIMITED

INCORPORATED THE 9TH DAY OF JANUARY 1979



THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

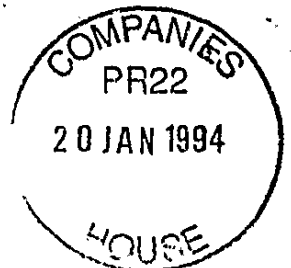
MEMORANDUM OF ASSOCIATION

of

ERCO LIGHTING LIMITED

(As altered by Special Resolutions passed on the 8th day of March 1979 and the 31st day of May 1979 and by Ordinary Resolution passed on the 17th day of July 1980 and the 16th day of December 1993)

1. * The name of the Company is "ERCO LIGHTING LIMITED".
2. The registered office of the Company will be situate in England.



* By a Special Resolution passed on the 31st day of May 1979 and with the consent of the Secretary of State, the name of the Company was changed from Glovebond Limited to ERCO LIGHTING LIMITED on 27th June 1979.

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

- (A) (1) To carry on the business of electrical engineers and general electrical and lighting contractors and installers, wireless engineers and service agents, motor and mechanical, power and general engineers, ironmongers, hardware dealers, joiners, carpenters, builders, decorators, plumbers, furniture manufacturers, house, shop and office furnishers and fitters, carriers and haulage contractors.
- (2) To carry on business as manufacturers, renters and repairers of, and wholesale and retail dealers in electrical and electronic equipment and apparatus, vacuum cleaners and component parts thereof, sewing machines, brooms, brushes, sweepers and cleaning and sweeping tools and apparatus, refrigerators and cold storage plant, washing machines and domestic and household equipment and utensils of all kinds, artificial lighting apparatus, electrical plant and machinery, fittings and accessories, wireless and television sets, tape recorders, cinematograph equipment, apparatus and components, cooking, heating and ventilating plant, apparatus and instruments, ironmongery, hardware, metal and plastic goods and house, shop and office furniture and fittings and domestic electrical goods of all kinds.
- (B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any moveable or immoveable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of

such property or otherwise turn the same or any part thereof to the advantage of the Company;

- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;
- (G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament

or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

- (O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) of the time being required by law;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees

or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

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

4. The liability of the members is limited.

5. *The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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By an Ordinary Resolution passed on the 17th day of July 1980 the Share Capital of £10,000 was increased to £150,000 by the creation of £140,000 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on the 16th day of December 1993 the Share Capital of £150,000 was increased to £1,000,000 by the creation of £850,000 Ordinary 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
MICHAEL JOHN HOPE, 30, City Road London, E.C.1. Company Formation Assistant	ONE
ERIC CHARLES TURNER, 30, City Road London, E.C.1. Company Formation Assistant	ONE

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN
30, City Road
London, E.C.1.

Company Search Assistant

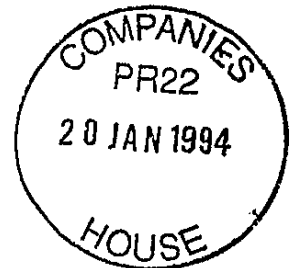
THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ERCO LIGHTING LIMITED



(Adopted by a Special Resolution passed on the 31st day of May 1979)

PRELIMINARY

1. The Regulations contained or incorporated in Part I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

TRANSFER AND TRANSMISSION OF SHARES

2. (a) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any share of

a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her Executors or Trustees.

(b) Any share standing in the names of the Trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(c) Except pursuant to (a) and (b) above no share shall be transferred to any person unless three-quarters of the members of the Company at that time shall have previously notified the Company in writing of the approval of the transfer. Accordingly Regulation 23 of Part I of Table A shall not apply to the Company.

3. In any such circumstances as are set out in Article 2 hereof, Regulation 3 of Part II of Table A shall not apply save:

- (a) to ensure that the number of members shall not exceed the prescribed limit;
- (b) to prevent a transfer of shares on which the Company has a lien; or
- (c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

DIRECTORS

5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate Meeting of the holders of any class of shares of the Company.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and the Proviso to Clause 79 in Part I of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

7. Any Director may appoint any person approved by the Board of Directors to be an alternate Director and such appointment shall have effect and such appointee, whilst he hold office as an alternate Director, shall be entitled to receive notice of meetings of Directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

PROCEEDINGS OF DIRECTORS

8. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

9. (1) The Directors may from time to time appoint one or more of their body to any executive office including that of Managing Director, Joint Managing Director, Deputy Managing Director, Financial Director or such other title, for such period, on such terms and at such remuneration as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment; (subject to any right to treat such determination as a breach of such agreement) such an appointment shall be subject to determination if the Director cease for any cause to be a Director of the Company or if the Company in General Meeting shall resolve that his tenure of such executive office shall be determined.

(2) The Directors may entrust to and confer upon a Director so appointed pursuant to this regulation any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw or vary all or any of such powers.

10. Regulations 98, 107, 108 and 109 of Part I of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated:-

- (a) if he resigns his office by notice in writing to the Company;
- (b) if he becomes bankrupt or enters into any arrangement with his creditors;

- (c) if he is prohibited from being a Director by an order made under Section 188 of the Act, under Section 28 of the Companies Act 1976; or under Section 9 of the Insolvency Act 1976.
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office by a resolution duly passed under Section 184 of the Act.

NOTICES

12. In Regulation 131 of Part 1 of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first class mail, to have effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

13. In addition to the indemnity contained in Regulation 136 of Part I of Table A and subject to the provisions of Section 205 of the Act, every director, and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road
London, E.C.1.

Company Formation Assistant

ERIC CHARLES TURNER,
30, City Road
London, E.C.1.

Company Formation Assistant

DATED this 4th day of December, 1978.

WITNESS to the above Signatures:-

JOHN REGAN
30, City Road
London, E.C.1.

Company Search Assistant