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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

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2070632

Name of company

* insert full
name of Company

LULMINSTER		LIMITED
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I, DONALD EDWARD GELSTHORPE WING
of REGIS HOUSE, 134 PERCIVAL ROAD, ENFIELD, MIDDLESEX.
do solemnly and sincerely declare that I am a person

† delete as
appropriate

~~person~~ named as ~~director~~ secretary of the company in the statement delivered to the registrar
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at MARTIN SHEPHERD & CO.
29 SOUTHURY ROAD
ENFIELD
MIDDLESEX EN1 1YZ

Declarant to sign below

the DATED THIS 11 day of
One thousand nine hundred and 11 OCT 1986
before me [Signature]

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

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

REICHMANN & WING LTD.
Regis House,
134 Percival Road,
Enfield,
Middlesex EN1 1QU.

For official Use
New Companies Section

Post room

PSL
24.10.88

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

LULMINSTER LIMITED



2070632



1. The name of the Company is:-
LULMINSTER LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the following businesses: Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.
 - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

REICHMANN & WING LIMITED

Regis. House,
13, Percival Road,
Enfield, Middlesex.



(c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.

(d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

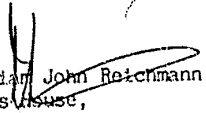
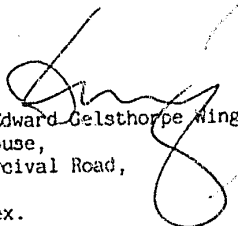
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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 and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

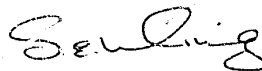
We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One
 Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One

DATED THIS - 1 OCT 1986

WITNESS to the above Signatures

Sheila Elizabeth Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.
Company Registration Agent



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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

2070632

LULMINSTER LIMITED

PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;

- (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted;
- (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.

3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

4. The lien conferred by Clause d in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.

5. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

6. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 5 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 5) of which they disapprove.

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7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.

8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

SEAL

9. Clause 101 in Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose."

DIRECTORS

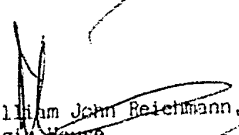
10. A person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 94, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.

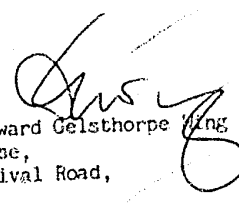
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than Alternate Directors) shall be not less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS


William John Reichmann,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

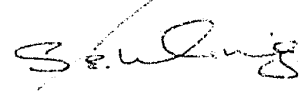
Company Registration Agent


Donald Edward Gelsthorpe Wing
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Company Registration Agent

DATED THIS - 1 OCT 1986

WITNESS to the above Signatures:


Sheila Elizabeth Wing
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Company Registration Agent

31/10/86

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COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

2070532

Name of company

* insert full name
of company

* _____	
LULINSTER	
Limited *	

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

REGIS HOUSE, 134, PERCIVAL ROAD,	
ENFIELD, MIDDLESEX.	
Postcode	EN1 1QU

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**

REICHMANN & WING LIMITED	
REGIS HOUSE, 134, PERCIVAL ROAD,	
ENFIELD, MIDDLESEX.	
Postcode	EN1 1QU

Number of continuation sheets attached (see note 1)

Presenter's name address and
reference (if any):REICHMANN & WING LIMITED
Regis House,
134 Percival Road,
Enfield, Middlesex.
RMC/10For official Use
General Section

Post room

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

Please do not write in this margin

Name (note 3)	BONUSWORTH LIMITED		Business occupation
			LIMITED COMPANY
Previous name(s) (note 3)			Nationality
			ENGLAND
Address (note 4)	134, PERCIVAL ROAD,		Date of birth (where applicable)
	ENFIELD, MIDDLESEX		(note 6)
	Postcode	EN1 1QU	
Other directorships 1			
I consent to act as director of the company named on page 1			
Signature			Date 1 OCT 1986

The name and particulars of the person who is to be the first secretary of the company are as follows:

Name (note 3)	WING, DONALD EDWARD GELSTHORPE		Business occupation
			N/A
Previous name(s) (note 3)	NONE		Nationality
			N/A
Address (note 4)	134, PERCIVAL ROAD,		Date of birth (where applicable)
	ENFIELD, MIDDLESEX		(note 6) N/A
	Postcode	EN1 1QU	
Other directorships 1			
N/A			
I consent to act as secretary of the company named on page 1			
Signature			Date 1 OCT 1986

REICHMANN & WING LIMITED	Date 1 OCT 1986
Signature of agent on behalf of subscribers	

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

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2070632

I hereby certify that

LULMINSTER LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the

4TH NOVEMBER 1986

[Signature]
an authorised officer

C.173

2070632

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

LULMINSTER LIMITED

1. The name of the Company is:-

"LULMINSTER LIMITED"

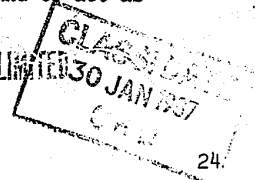
2. The Registered Office of the Company will be situate in England.

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

- (a) To carry on all or any of the following businesses: Electronic, electrical, hydraulic, automation, pumping, ventilation, heating and general engineers, consultants, contractors, and sub-contractors; manufacturers, factors, agents, distributors, assemblers, repairers, reconditioners, processors and whole-sale and retail dealers in and of all kinds of electrical, electronic, hydraulic, automation, pumping, ventilation, heating and engineering equipment, apparatus, components, appliances, fittings, assemblies, machines, plant, automation control gear, manufacturing and processing machines and plant, radio, radar and television apparatus, computers, data processing equipment and other business and office machines together with peripheral equipment therefor and engineering items generally and every other kind of material and product whatsoever, general and precision engineers, service and maintenance engineers, draughtsmen, designers, research and development engineers, inventors, civil engineers, public works contractors, builders, workers in metal, wood, plastic, glass, ceramic, rubber and other materials of every description, planners and consultants of industrial, commercial, public, domestic and other schemes and projects of all kinds and developers of plans and ideas in and about any of the above activities and in all other fields of activity whatever, and all businesses of a like nature.
- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.



REICHMANN & WING LIMITED
Regis House,
154 Percival Road,
Enfield, Middlesex.



2070632
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

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- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

REICHMANN & WING LIMITED

Regis House,
134 Percival Road,
Enfield, Middlesex.

CLASSIFIED
30 JAN 1987
24.

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

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- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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 and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

2070632

238
COMPANY LIMITED BY SHARES



Special Resolution

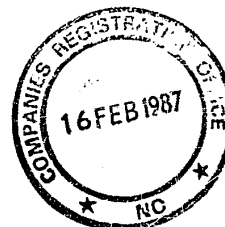
OF

LULMINSTER LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 6th day of FEBRUARY, 1987 the following SPECIAL RESOLUTION was duly passed:

"THAT the name of the Company be changed to:

ANORD CONTROL SYSTEMS (U.K.) LIMITED

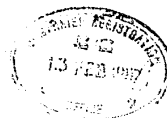


(Signed):

White
Director

Please repeat signature in block capitals: DAVID FREDERICK WHITE.

REICHMANN & WING LIMITED
Roke House,
134 Percival Road,
Enfield, Middlesex.



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FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2070632 / 12

I hereby certify that

LULMINSTER LIMITED

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

ANORD CONTROL SYSTEMS (U.K.) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

20TH FEBRUARY 1987

E. Jones

MRS. E. J. JONES

an authorised officer

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COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
LULMINSTER LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members
of the above Company duly convened and held on the 4th day of
November 1986 the following SPECIAL RESOLUTION was duly
passed:

"THAT the objects of the Company be altered
by the deletion of sub-clause (a)
from Clause 3 of the Company's Memorandum
of Association and the substitution therefor of
the new sub-clause ' shown in the Appendix
attached hereto."

(Signed):


Secretary

Presented by:
Reichmann & Wing Limited
Regis House,
134 Percival Road,
Enfield, Middx.



- (a) To carry on all or any of the following businesses:Electr
electrical, hydraulic, automation, pumping, ventilation,
heating and general engineers, consultants, contractors, and
sub-contractors; manufacturers, factors, agents, distributors
assemblers, repairers, reconditioners, processors and whole-
sale and retail dealers in and of all kinds of electrical,
electronic, hydraulic, automation, pumping, ventilation,
heating and engineering equipment, apparatus, components,
appliances, fittings, assemblies, machines, plant, automation
control gear, manufacturing and processing machines and plant,
radio, radar and television apparatus, computers, data pro-
cessing equipment and other business and office machines
together with peripheral equipment therefor and engineering
items generally and every other kind of material and product
whatsoever, general and precision engineers, service and main-
tenance engineers, draughtsmen, designers, research and deve-
lopment engineers, inventors, civil engineers, public works
contractors, builders, workers in metal, wood, plastic, glass,
ceramic, rubber and other materials of every description,
planners and consultants of industrial, commercial, public,
domestic and other schemes and projects of all kinds and
developers of plans and ideas in and about any of the above
activities and in all other fields of activity whatever,
and all businesses of a like nature.

DAMAGED DOCUMENT

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum

- AND -

Articles of Association

- OF -

ANORD CONTROL SYSTEMS (UK) LTD

Incorporated the 4th day of November, 1936

No. of Company

2070632



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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

ANORD CONTROL SYSTEMS (UK) LTD

1. The name of the Company is:-

ANORD CONTROL SYSTEMS (UK) LIMITED

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

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

- (a) To carry on all or any of the following businesses: Electronic, electrical, hydraulic, automation, pumping, ventilation, heating and general engineers, consultants, contractors, and sub-contractors; manufacturers, factors, agents, distributors, assemblers, repairers, reconditioners, processors and whole-sale and retail dealers in and of all kinds of electrical, electronic, hydraulic, automation, pumping, ventilation, heating and engineering equipment, apparatus, components, appliances, fittings, assemblies, machines, plant, automation control gear, manufacturing and processing machines and plant, radio, radar and television apparatus, computers, data processing equipment and other business and office machines together with peripheral equipment therefor and engineering items generally and every other kind of material and product whatsoever, general and precision engineers, service and maintenance engineers, draughtsmen, designers, research and development engineers, inventors, civil engineers, public works contractors, builders, workers in metal, wood, plastic, glass, ceramic, rubber and other materials of every description, planners and consultants of industrial, commercial, public, domestic and other schemes and projects of all kinds and developers of plans and ideas in and about any of the above activities and in all other fields of activity whatever, and all businesses of a like nature.
- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

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- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

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- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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 ~~100,000~~^{500,000} divided into ~~100,000~~^{500,000} Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One
Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Registration Agent	One

DATED this 1st day of October 1986

WITNESS to the above Signatures

Sheila Elizabeth Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Company Registration Agent

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

ANORD CONTROL SYSTEMS (UK) LTD

PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;

- (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted;
- (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.

3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

4. The lien conferred by Clause 3 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.

5. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

6. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 5 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 5) of which they disapprove.

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7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.

8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

SEAL

9. Clause 101 in Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose."

DIRECTORS

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

11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 94, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.

12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than Alternate Directors) shall be not less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

William John Reichmann,
Regis House,
134, Percival Road,
Enfield,
Middlesex.
Company Registration Agent

Donald Edward Gelsthorpe Wing
Regis House,
134, Percival Road,
Enfield,
Middlesex.
Company Registration Agent

DATED this 1st day of October 1986

WITNESS to the above Signatures:

Sheila Elizabeth Wing
Regis House,
134, Percival Road,
Enfield,
Middlesex.
Company Registration Agent

COMPANY NUMBER 2070632 *15*.....

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY / ~~EXTRA~~ RESOLUTION
of

ANORD CONTROL SYSTEMS (UK)
.....LIMITED

PASSED the *13th* day of *March* 1987

AT AN ~~ORDINARY~~ /EXTRA ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY
DULY CONVENED AND HELD AT 14 Cross Street, Basingstoke, Hants
ON THE ABOVE DATE THE FOLLOWING RESOLUTION(S) ~~WAS~~/WERE PASSED :

1. That the authorised Share Capital of the Company be increased
from one hundred Ordinary One pound shares to Five hundred thousand
Ordinary one pound Shares.
2. That the original subscriber Shares be transferred to Anthony Patrick
Nordon and Eileen Nordon respectively.



SIGNED *[Signature]*
DIRECTOR / SECRETARY

ON THE ABOVE DATE

*We hereby certify this to be a true copy of the original
Gillian Brown.*

1985 Edition
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COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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Name of company

*	A	n	o	r	d		C	o	n	t	r	o	l	s		S	y	s	t	e	m	s		(U	K)		L	i	m	i	t	e	d
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* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

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Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

The current accounting reference period of the company is to be treated as [shortened][~~extended~~][†] and [is to be treated as having come to an end][will come to an end][†] on

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[†] delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary]~~[holding company]~~[‡] of Anord Electric Controls LTD (registered in Dublin)

company number 30785

the accounting reference date of which is 31st December

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order: was made in relation to the company on _____

and it is still in force.

Signed [Signature] Designation Director

Date 6/6/89

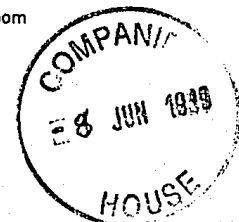
[‡] Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

Larkin Corporate Consultants Limited
2 CLANWILLIAM TERRACE,
DUBLIN 2.

For official Use
General Section

Post room



204 0632

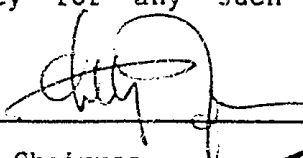
SPECIAL RESOLUTION OF:- ANORD CONTROL SYSTEMS (UK) LTD.

At an Extraordinary General Meeting of the above named Company duly convened and held at 14 Jocelyn Street, Dundalk in the County of Louth on the 29th day of June, 1990 the following Special Resolution was duly passed:-

That the Memorandum of Association of the Company be amended as follows:-

Following Clause 3(x) the following clause is to be inserted and identified as Clause 3(y):

Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person or any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Signature: 

Chairman.

