



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 5426346

The Registrar of Companies for England and Wales hereby certifies that
FIRST4SEALS PLC

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

Given at Companies House, Cardiff, the 15th April 2005



N0 5426346C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5426346

Company name

FIRST4SEALS PLC

I,

GORDON BRIDGE

of

PRIMROSE COTTAGE FARM
KIRK EDGE ROAD
HIGH BRADFELD
SHEFFIELD
ENGLAND
S6 6LJ

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



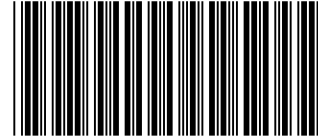
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **15/04/2005**



XAJYU4G2

*Company Name
in full:*

FIRST4SEALS PLC

*Proposed Registered
Office:*

**GLOBAL TECHNOLOGY CENTRE
MILL CLOSE
BRADMARSH BUSINESS PARK
ROTHERHAM
ENGLAND
S60 1BZ**

memorandum delivered by an agent for the subscriber(s): **Yes**

*Agent's Name:
Agent's Address:*

**& COMPANY GRAEME
61 FAIRVIEW AVENUE
WIGMORE
GILLINGHAM
KENT
UK
ME8 0QP**

Company Secretary

*Style/Title:
Name*

**MR
GORDON WILSON BRIDGE**

Address:

**PRIMROSE COTTAGE FARM
KIRK EDGE ROAD
HIGH BRADFELD
SHEFFIELD
ENGLAND
S6 6LJ**

Consented to Act: **Y**

Date authorised **15/04/2005**

Authenticated: **Y**

Director 1:

Style/Title: **MR**
Name **CHRISTOPHER JOHN REA**

Address: **HOLCOMBE
GREEN LANE
ROTHERHAM
ENGLAND
S60 3AT**

Nationality: **BRITISH**
Business occupation: **COMPANY DIRECTOR**
Date of birth: **14/01/1954**

Consented to Act: **Y** *Date authorised* **15/04/2005** *Authenticated:* **Y**

Other Directorships: **392743 AES ENGINEERING LIMITED
1507555 SEALTEC LIMITED
2101607 AESSEAL PLC
NI017307 AESSEAL (MCK) LIMITED
3905630 AES ENGINEERING EMPLOYEE TRUST LIMITED**

Director 2:

Style/Title: **MR**
Name **ROBERT JEFFREY WEAVER**

Address: **MEADOWCROFT
LONDON LANE
MOSS
DONCASTER
ENGLAND
DN6 OHJ**

Nationality: **BRITISH**
Business occupation: **COMPANY DIRECTOR**
Date of birth: **25/05/1959**

Consented to Act: **Y** *Date authorised* **15/04/2005** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **15/04/2005** *Authenticated:* **Yes**

The Companies Act 1985

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1. The company's name is

first4seals plc
2. The company is to be a public company.
3. The company's registered office is to be situated in England and Wales.
4. The company's objects are:
 - (a) To carry on business as a general commercial company and in accordance with Section 3A of the Companies Act 1985 carry on any trade or business whatsoever, whether by itself or through subsidiary, associated or allied companies or firms or individuals or otherwise, in the United Kingdom, Europe or elsewhere in the world, and to do all such things as are incidental or conducive to the carrying on of any trade or business by it. Without prejudice to the generality of the foregoing, and in pursuance thereof, and whether as principals, managers, agents or otherwise, in particular to promote, finance, operate, undertake or carry on in all its branches all or any types whatsoever of businesses, business ventures, trading operations, projects, undertakings, enterprises, whether manufacturing, marketing, industrial, commercial, service or otherwise.

- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company 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.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their 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, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, 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.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any 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 and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.
- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings

with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.

- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or 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 otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.
- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated

directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.

- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,
And it is hereby declared that
 - (a) 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 corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
 - (b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

5. The company's share capital is £250,000 divided into 250,000 shares of £1 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my respective name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
-----------------------------------	---

AES ENGINEERING LIMITED
GLOBAL TECHNOLOGY CENTRE
MILL CLOSE
BRADMARSH BUSINESS PARK
ROTHERHAM
S60 1BZ
ENGLAND

Number of shares taken : 49999

CHRISTOPHER REA
HOLCOMBE
GREEN LANE
ROTHERHAM
S60 3AT
ENGLAND

Number of shares taken : 1

DATED 1ST APRIL 2005

The Companies Act 1985

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Regulations 64, 94 and 95 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.
3. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by Article 2 hereof.
4. Subject to the provisions of the Act, Regulation 35 of Table A and in particular of Sections 162 and 171 of the Act, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares. Where qualifying shares are purchased by the Company out of distributable profits they may be held as treasury shares in accordance with Section 162A and the procedural requirements of Sections 162B to 162F inclusive shall apply.

DIRECTORS

5. Unless and until otherwise determined by Special Resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of two.
6. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the company shall be determined in writing by the subscribers of the Memorandum of Association.
7. The share qualification for a Director may be fixed by the Company and unless and until so fixed no qualification shall be required.

8. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. No Director shall vacate or be required to vacate his office of Director by reason only of age.
10. Paragraph (e) of regulation 81 of Table A shall be omitted.

BORROWING POWERS

11. The Directors may exercise all the powers of the company to borrow money which will make the amount borrowed by the company and then outstanding exceed the nominal amount of the share capital of the company for the time being issued, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to the provisions of the Act 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.

SEAL

12. In accordance with the provisions of the Companies Act 1985 Section 36A a Company need not have a common seal and regulation 6 of Table A shall be modified accordingly. Where the company has a seal regulation 101 of Table A shall then apply.

NAME AND ADDRESS OF SUBSCRIBER

AES ENGINEERING LIMITED

GLOBAL TECHNOLOGY CENTRE
MILL CLOSE
BRADMARSH BUSINESS PARK
ROTHERHAM
S60 1BZ
ENGLAND

Number of shares taken : 49999

CHRISTOPHER REA
HOLCOMBE
GREEN LANE
ROTHERHAM
S60 3AT
ENGLAND

Number of shares taken : 1

DATED 1ST APRIL 2005