



641

Return And Declaration Delivered For Registration By A Part XXIII Company



This form should be completed in black.

Company number

CN 2815444

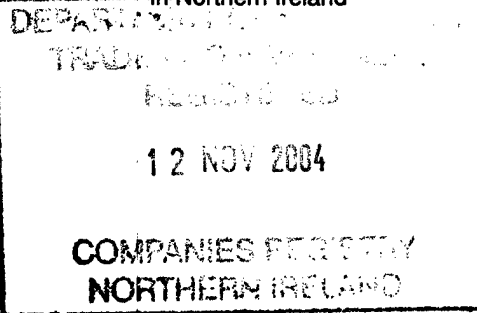
Company name

DANAHER UK INDUSTRIES LTD.

Country of incorporation

UNITED KINGDOM

Address of place of business
in Northern Ireland



15 WILDFLOWER WAY,

Post town

BELFAST

County/Region

Postcode

BT12 6TA

Constitution of the company
(A certified English translation
must be included)

A certified copy of the: (mark the appropriate box)

☐

Charter

☒

Memorandum and Articles of Association

☐

Statutes

☐

Other instrument

constituting or defining the constitution of the company is/are delivered for registration.

Directors

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation (if any)

If none other directorships

CD	MR.
	EDWARD CHARLES
	CORDRAN
AD	23 WHIRLOW PARK ROAD
	Post town SHEFFIELD
	County/Region SOUTH YORKSHIRE
	Postcode S11 9NN
	Country ENGLAND
DO	26 05 45
	Nationality NA ENGLISH
OC	MANAGING DIRECTOR
OD	

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation (if any)

If none other directorships

*Voluntary details

CD	MR.
	JAMES HOWARD
	DITKOFF
AD	62 POTOMAC RIVER ROAD
	MCLEAN,
	Post town VIRGINIA 22102
	County/Region
	Postcode 22102
	Country USA
DO	28 08 46
	Nationality NA AMERICAN
OC	VICE PRESIDENT
OD	

Directors

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation (if any)
If none other directorships

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation (if any)
If none other directorships

*Voluntary details

CD	MR
JONATHAN MICHAEL	
FRASER	
AD	1 WALKER PLACE,
ST ANDREWS,	
Post town	FIFE
County/Region	SCOTLAND
Postcode	
Country	ENGLAND
Nationality	BRITISH
DO	18 08 62
OC	DIRECTOR.
OD	

CD	
AD	
Post town	
County/Region	
Postcode	
Country	
Nationality	NA
DO	
OC	
OD	

Please list directors in alphabetical order.

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation (if any)

If none other directorships

[illegible]

Name	*Style/Title
	Forenames
	Surname
	*Honours etc
	Previous forenames
	Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation (if any)

If none other directorships

***Voluntary details**

CD							
AD							
Post town							
County/Region							
Postcode				Country			
DO				Nationality	NA		
OC							
OD							

Company Secretary(ies)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS	MR
	DAVID WILLIAM
	TUNLEY
AD	27 MANOR FARM CLOSE
	AUGHTON,
Post town	SHEFFIELD
County/Region	SOUTH YORKSHIRE
Postcode	S31 0XY
Country	ENGLAND

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS	
AD	
Post town	
County/Region	
Postcode	
Country	

Person(s) authorised

List of some one or
more persons resi-
dent in Northern
Ireland authorised
to accept on the
company's behalf
service of process
and any notice re-
quired to be served
on it.

*Style/Title
Forenames
Surname
Address

*Voluntary details

Post town	
County	
Postcode	

Person(s) authorised (continued)

List of some one or more persons resident in Northern Ireland authorised to accept on the company's behalf service of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

MR
JOHN PATRICK
MERRON
21 SPRINGVALE COTTAGE
HOLYMOUNT ROAD, GILFORD
CRAIGAVON
County ARMAGH Postcode BT63 6EB

*Style/Title

Forenames

Surname

Address

MR
DECHLAN PATRICK
HAUGHIAN
7 DERRYLODGE MANOR
LURGAN
County ARMAGH Postcode BT66 6RY

*Style/Title

Forenames

Surname

Address

Post town
County Postcode

*Style/Title

Forenames

Surname

Address

Post town
County Postcode

*Voluntary details

Declaration

Full name and address

**delete as applicable*

I DECLAN PATRICK HAUGHAN
of (address) 7 DERRYLOOGE MANOR,
LURGAN, Co. ARMAGH.

a ~~director~~ **secretary* ~~person~~ authorised to accept on the company's behalf service of process or any other notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Northern Ireland on

JUNE 1982
enter date

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

Signed

Declared at

the 3rd day of November 2004

~~one thousand nine hundred and~~

before me

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

Number of continuation
sheets attached

To whom should Companies Registry
direct any enquiries about the information on this form?

DECLAN HAUGHAN
C/O QUALITEX HATHAWAY INSTRUMENTS
15 WILDFLOWER WAY
BELFAST
Postcode BT12 6TA
Telephone 028 90225223 Extension 2

Please ensure the form is fully completed and then send it to the Register of Companies at:

IDB House
64 Chichester Street, Belfast BT1 4JX.

Notes

1 The Copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:-

(a) by an official of the Government to whose custody the original is committed; or

(b) by a notary public; or

(c) by an officer of the company on oath taken before:

(i) a person having authority in that place to administer an oath; or

(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

2 The translation of the instrument must be certified to be a correct translation:-

(a) if the translation was made in the United Kingdom, by

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or

(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

(b) if the translation was made outside the United Kingdom, by

(i) a notary public;

(ii) a person authorised in the place where the translation was made to administer an oath;

(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;

(iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.

3 'Director' includes any person who occupies the position of a director, by whatever name called.

4 For an individual, his present Christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s)

'Christian name' includes a fore-name. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous Christian name or surname need not be given if:-

(a) in the case of a married woman, it was a name by which she was known before her marriage; or

(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) in the case of a peer a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

5 Usual residential address must be given or, in the case of a corporation, the registered or principal office.

6 In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds one or more other directorships, particulars should be given of other directorships.

7 Directors' dates of birth must be given.

8 If the form provides insufficient space the names and particulars can be entered on photocopies of the appropriate pages.

9 If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889, or before any person having authority to administer an oath in that country.

SIGNED Irwin Mitchell (Ref: 02)

IRWIN MITCHELL
DATED 27/10/04

THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FTP EUROPE LIMITED



1. The Company's name is FTP EUROPE LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) To carry on the business of general merchants, dealers, commission agents and factors in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any company and to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers of the Company or other companies having dealings with the Company may from time to time require.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase, take on lease or in exchange, hire or by any other means acquire and hold for any tenure, estate or interest and to take options over any property real or personal wherever situate or rights or privileges of any kind in, over or in respect of any property which may appear suitable, necessary or convenient for any business or activity of the Company.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions, and the like, and to hold, disclaim, alter, modify, use, turn to account or manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions, designs or rights which the Company may acquire or propose to acquire.
 - (e) To acquire or undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any

such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To hold, improve, manage, construct, repair, develop, exchange, let on lease, share of profit, royalty or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with or dispose of all or any part of the property and rights of the Company.
- (g) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and/or advance money and/or give financial accommodation and/or credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), and to receive money on deposit or loan upon any terms.
- (i) To guarantee or secure, or to do both, whether by personal undertaking or covenant, or by lien, or by mortgaging or charging all or any part of the undertaking, property or assets present and future or uncalled capital of the Company, or by all or any of such methods, the performance of any contract or obligation of, or the payment of money by, the capital or principal of, or dividends or interest on, any stocks, shares, debentures or other securities of, any person firm or company, and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company or any subsidiary of the Company or of the Company's holding company, or otherwise associated with the Company in business and generally to give security, guarantees and indemnities.
- (j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security of whatsoever nature to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To create, draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

WE HEREBY CERTIFY THIS TO BE A TRUE
COPY OF AN ORIGINAL DOCUMENT

SIGNED Irwin Mitchell (Ref: SR)

IRWIN MITCHELL

DATED 27/10/01

W. Mitchell
S. Mitchell

- (m) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any person, firm or company that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, person, firm or company any charters, decrees, rights, privileges, contracts, licences or concessions which the Company may think desirable and to carry out, exercise and comply therewith.
- (n) To sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, scrip, bonds, notes, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and funds, loans, debentures, debenture stocks, scrip, bonds, notes, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To pay all or any expenses incurred in connection with the promotion, formation, incorporation of, and raising money for, the Company, or the issue of its capital or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other

allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support, maintain and contribute to profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (v) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition for any purpose which may be considered likely directly or indirectly to further any of the objects of the Company.
- (w) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and or Section 151(2) of the Act.
- (x) To distribute among the members of the Company in specie or in kind any property of the Company of whatever nature but so that no distribution amounting to a reduction of capital shall be made except with such sanction (if any) as may be required by the law for the time being in force.
- (y) To procure the Company to be registered or recognised in any part of the world.
- (z) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (aa) To do all such other things as may be incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

WE HEREBY CERTIFY THIS TO BE A TRUE
COPY OF AN ORIGINAL DOCUMENT

- 4 -

SIGNED.....Irwin Mitchell (Ref: JR)

IRWIN MITCHELL

DATED.....27/12/94.....

Plu Z
Director

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
- *5. The Company's share capital is £50,100 divided into 50,100 shares of £1.00 each.

* By an ordinary resolution passed on 13 September 1995 the Company's share capital was increased from £100 to £50,100.

- 5 -

WE HEREBY CERTIFY THIS TO BE A TRUE
COPY OF AN ORIGINAL DOCUMENT

SIGNED Irwin Mitchell (Ref: VR)

IRWIN MITCHELL

DATED 27/10/04

Director

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

M P Ridler
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

J Cox
Huttons Buildings
146 West Street
Sheffield
S1 1FW

1

Total shares taken

2

Dated:

Witness to the above Signatures:

S K Shepherd
Huttons Buildings
146 West Street
Sheffield
S1 1FW

WE HEREBY CERTIFY THIS TO BE A TRUE
COPY OF AN ORIGINAL DOCUMENT

SIGNED.....Irwin Mitchell (Ref: SR)

IRWIN MITCHELL

DATED.....27/10/04

Director

WE HEREBY CERTIFY THIS TO BE A TRUE
COPY OF AN ORIGINAL DOCUMENT

SIGNED Iain Mitchell (reg: SR)
IAIN MITCHELL
DATED 27/10/04

THE COMPANIES ACTS 1985 AND 1989

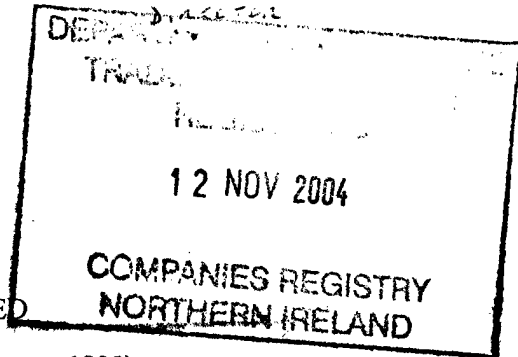
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DANAHER UK INDUSTRIES LIMITED

(adopted by Special Resolution passed on 26 February 1999)



DEPARTMENT OF ENTERPRISE
TRADE AND INVESTMENT

30 DEC 2004

POST RECEIVED
COMPANIES REGISTRY

PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company.
- 1.2 Regulations 23, 24, 40, 41, 46, 64, 73, 74, 75, 76 and 77 of Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any Shares or Debentures of the Company.

SHARE CAPITAL

- 3.1 The Share Capital of the Company is £5,050,150 divided into 5,050,150 Ordinary Shares of £1 each.
- 3.2 All unissued Shares forming part of the Share Capital of the Company immediately following the adoption of these Regulations as the Articles of Association of the Company shall be at the disposal of the Directors, and the Directors are authorised by this Article to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this Article shall terminate on 30 November 2003 and thereafter no

CONFIDENTIAL
REPRODUCTION PROHIBITED

CONFIDENTIAL
REPRODUCTION PROHIBITED

SIGNED Irwin Mitchell (Ref: 527)
IRWIN MITCHELL
DATED 27/10/04
Director

Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting.

- 3.3 In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.

TRANSFER OF SHARES

- 4.1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.
- 4.2 The instrument of transfer of a Share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any General Meeting of the Company unless a quorum is present. Subject to Regulation 5.2 below, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum.
- 5.2 If, and for so long as, the Company has only one Member, that Member present in person or by proxy (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum.
- 5.3 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.
- 5.4 If, and for so long as, the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, then, subject to compliance with Sections 293, 303, 388 and 391A of the Companies Act 1985 (if applicable), that decision shall be as valid and effective as if agreed by the Company in General Meeting.

SIGNED Ivin Mitlew (Ref: RR)
WITNESSED 27/10/04
Doc 12

- 5.5 Any decision taken by a sole Member pursuant to Regulation 5.4 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book.
- 5.6 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the Chairman or by any Member present or by the proxy of any Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member).

DIRECTORS

- 6.1 Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two.
- 6.2 A Director shall not be required to hold any Share in the Share Capital of the Company by way of qualification.
- 6.3 No person shall be appointed or re-appointed a Director at any General Meeting of the Company unless:-
- (a) he is recommended by the Directors; or
 - (b) not less than three nor more than 21 days before the date appointed for the General Meeting there shall have been left at the Registered Office of the Company a notice in writing signed by a Member duly qualified to attend and vote at the General Meeting of his intention to propose such person for appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Regulation is left at the Registered Office of the Company, the Directors shall send a copy of such notice to each Member of the Company.

- 6.4 A meeting of the Directors, or of a Committee of the Directors, may consist of a conference between Directors who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. Alternatively, such a meeting can take place by a series of telephone calls from the Chairman of the meeting. A Director taking part in such a conference or telephone call shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum

SIGNED Irwin Mitchell (Ref: SR)

IRWIN MITCHELL

DATED 27/10/04

accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group or if the meeting takes place by a series of telephone calls from the Chairman, where the Chairman of the meeting then is. The word "meeting" when referring to a meeting of the Directors, or of a Committee of the Directors, in these Regulations shall be construed accordingly.

- 6.5 The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, 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.

SHARE CERTIFICATES

8. Every Certificate for any Share or Shares in the Share Capital of the Company shall be signed by two Directors of the Company or by a Director of the Company and the Secretary of the Company, and Regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

9. The Company shall not have a seal.



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2815444

I hereby certify that

KT583 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 6 MAY 1993


M. LEWIS

an authorised officer



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2815444

I hereby certify that

KT583 LIMITED

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

FTP EUROPE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 JULY 1993

P. A. Morgan

P.A.MORGAN (MRS)

an authorised officer



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2815444

The Registrar of Companies for England and Wales hereby certifies that

RELAY PARK REALISATIONS LIMITED

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

DANAHER UK INDUSTRIES LIMITED

Given at Companies House, Cardiff, the 22nd June 1998

A. Harrison
ANDREW HARRISON

For The Registrar Of Companies



C O M P A N I E S H O U S E