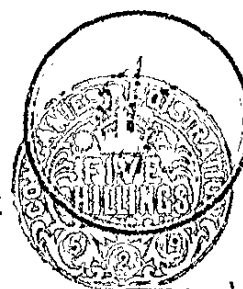


"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here

REGISTERED

14009

4 FEB 1919

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)
Act, 1908. on behalf of a Company proposed to be Registered as

Company
W. J. Turse & Co (Manchester),

LIMITED.

(See Page 2 of this Form.)

48119-11.18.

GRAMS: "CERTIFICATE, FLEET, LONDON."

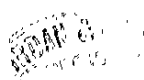
TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

ented for filing by



I William Francis Furze

of "Holme New" Victoria Embankment in
the City of Nottingham

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A person
named in the
Articles of
Association
as a
Director (or
Secretary)."

Do solemnly and sincerely Declare that I am* a person named
in the Articles of Association as a Director of
W. J. Furze & Co. (Manchester)

Oct-11-12

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,
in respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true, and by virtue
of the provisions of The Statutory Declarations Act, 1835.

Declared at the City of
Nottingham and the County
of the same City
the 31st day of January
One thousand nine hundred and 1912.

before me,

B. W. Brown
A Commissioner for Oaths.

W. F. Furze

NOT-This margin is reserved for binding, and must not be written across.

Number of
Certificate 152953

Form No. 25.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.



Duty at the rate of 5s. for every £100 should be impressed here.

Statement of the Nominal Capital

OF

W. J. Jordan & Company (Limited)



LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as amended by Section 7 of The Finance Act, 1899.

(See Page 2 of this Form.)

This Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

47490-9.18.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

ated for filing by



THE NOMINAL CAPITAL

OF

W. J. Furse Company (Manchester),

LIMITED,

is *Ten thousand* Pounds,

divided into *Nine thousand nine hundred Ordinary* Shares

of *One pound* each. and *One*
hundred Founders' shares of One pound each

Signature

Description

M. P. Worsley

Secretary

Dated the ... *first* ... day

of *February* ... 191*9*

NOTE.—This margin is reserved for binding, and must not be written across.

* * This Statement should be signed by an Officer of the Company.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES.

STATEMENT

OF THE

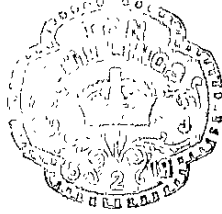
NOMINAL CAPITAL

OF

Company
W. J. & Co. (Manchester)

LIMITED.

152955



"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

W. J. FURSE & COMPANY (MANCHESTER),
LIMITED.

REGISTERED

14011

4 FEB 1919

15 CH.

10/- 2000

1. The Name of the Company is "W. J. FURSE & COMPANY (MANCHESTER), 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 the business of Electric Engineers, and Contractors, Suppliers of Electricity, Carriers of Passengers and Goods, Manufacturers of and Dealers in Electric Railway and Tramway, and Electric, Magnetic, Galvanic, and other Apparatus, Mechanical Engineers, Suppliers of Light, Heat, Sound, and Power; to acquire any inventions, and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.

(b) To carry on the business of Iron Founders, Manufacturers of Agricultural Implements and other Machinery, Tool Makers, Brass Founders, Metal Workers, Boiler Makers, Millwrights, Machinists, Iron and Steel Converters, Smiths, Wood Workers, Steeplejacks, and Builders, Painters,

W. J. FURSE & COMPANY

Metallurgists, Water Supply Engineers, Gas Makers, Carriers, and Merchants; and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.

- (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (e) To carry on the business of an Electric Light, Heat, and Power Supply Company, and in particular to establish, work, manage, control, and regulate works for the supply of electric light, heat, and motive power, and to undertake the lighting of towns, streets, buildings, and other places, and the supply of electric heat and motive power for public or private purposes.
- (f) To carry on any other business directly or indirectly connected with the supply or employment of electricity or capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (g) To construct, maintain, lay down, carry out, work, sell, let on hire, and deal in telephones and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of these objects, and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters, and engines.

- (h) To construct, execute, carry out, equip, improve, work, develop, administer, manage, or control public works and conveniences of all kinds, which expression in this Memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, and power supply works, and hotels, warehouses, markets, and public buildings, and all other works or conveniences of public utility; to apply for, purchase, or otherwise acquire any contracts, decrees, and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same; to carry on the business of Miners, Metallurgists, Builders and Contractors, Engineers, Ship Owners, Ship Builders, Merchants, Importers, and Exporters, and to buy, sell, and deal in property of all kinds.
- (i) To buy, sell, manufacture, repair, alter, and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (j) 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 more profitable any of the Company's property.
- (k) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling

stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(l) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(m) To 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, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(n) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.

- (o) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (p) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (r) To 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 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (s) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (t) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (u) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (v) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (w) To act as agents, brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (x) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (y) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, 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, Debentures, Debenture Stock, or securities of this Company.

- (z) To procure the Company to be registered or recognised in any Colony or Dependency or in any Foreign Country or Place.
- (uu) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (bb) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares (either fully or partly paid), debentures, or securities of any company purchasing the same.
- (cc) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (dd) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Ten Thousand Pounds, divided into Nine Thousand Nine Hundred Ordinary Shares of One Pound each and One Hundred Founders' Shares of One Pound each, and there shall be attached to the said Ordinary Shares and Founders' Shares respectively the rights, privileges, and conditions in that behalf specified in the accompanying Articles of Association. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred, or Deferred Shares, and to attach to any class or

classes of such Shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations: Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following: namely—Any such modification or variation may be effected when sanctioned on the one hand by an Extraordinary Resolution of the Holders of the Shares of such class, and on the other by a like resolution of the Holders of the remaining Shares of the Company, each such resolution being passed at a separate Meeting of the Members entitled to vote thereat, at which there shall be present in person or represented by proxy the Holders of not less than a moiety of the issued Shares of such class.

NOTE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>W. J. Furse & Co. Limited</i> <i>whose registered offices are situate</i> <i>Traffic Street Nottingham by</i> <i>William Joseph Furse.</i> <i>Governing Director</i>	<i>one</i> <i>ordinary</i>
<i>William Francis Furse.</i> <i>Holm View Victoria Embankment</i> <i>Nottingham</i> <i>Electrical Engineer.</i>	<i>one</i> <i>ordinary</i>
<i>Charles James Fox</i> <i>Elmsthorpe Maple Grove,</i> <i>Prestwich nr. Manchester</i> <i>Electrical Engineer</i>	<i>one</i> <i>ordinary</i>

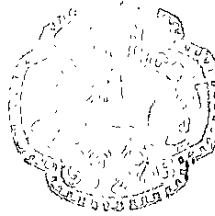
Dated the *first* day of *February*, 1919.

Witness to the above Signatures of *W. J. Furse & Co. Limited*
and William Francis Furse

R. J. Wright.
Clerk to Arthur Barlow & Co.
Solicitors.
Nottingham

Witness to the signature of the said *Charles James Fox*
to be R. Rhodes 39 Pall Mall Manchester
Solicitors to him

152955



"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

REGISTERED

14012

4 FEB 1919

Articles of Association

OF

**W. J. FURSE & COMPANY (MANCHESTER),
LIMITED.**

5/- 10/-
10/- 20/-

PRELIMINARY.

1. The Regulations contained in the Table marked "A" in the First Schedule to The Companies (Consolidation) Act, 1908 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 2, 4, 5, 29, 35 to 40, 46, 70, 73, 76, 77, 88, 108, 111, and 114 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company shall not offer any of its Shares or Debentures to the public for subscription.

3. The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any



304



obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

CALLS ON SHARES.

5. A Call may be made payable by instalments.

6. No Call upon any Share shall be made payable within one month after the date when the last instalment of the last preceding Call shall have been payable; and Clause 12 of Table A shall be modified accordingly.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of any prospectus or by the conditions of allotment any amount is payable in respect of any Shares, every such amount shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

FORFEITURE OF SHARES AND LIEN.

9. When any Shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

10. The lien conferred by Clause 9 of Table A shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of several joint Holders.

11. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares that the said Shares were properly forfeited or sold; and such entry, and the

receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

TRANSFER OF SHARES.

12. The instrument of transfer of any Share shall be signed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of such Share until the name of the transferee is entered in the Register in respect thereof.

13. The instrument of transfer of any Share shall be in the usual common form of transfer.

14. The Directors may decline to register any transfer of Shares upon which the Company has a lien, and may refuse to register a transfer to a transferee of whom they do not approve, without being compelled to assign any reason therefor.

15. No transfer shall be made to an infant or person of unsound mind.

16. Every instrument of transfer shall be left at the Office for registration, accompanied by the Certificate of the Shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the Shares.

17. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

18. A fee not exceeding Two Shillings and Sixpence may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

19. The Transfer Books may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

20. No Ordinary Share shall be transferred to a stranger so long as the Directors are willing to acquire the same for themselves or their nominee in manner hereinafter specified.

21. In order to ascertain whether any Directors or their nominee are willing to purchase any such Ordinary Share, the proposing transferor (hereinafter called the "retiring Member" shall give notice in writing (hereinafter called the "transfer notice") to the Secretary of the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Secretary his agent for the sale of the Share to any Director of the Company or his nominee at the fair value, or at the price to be fixed as hereinafter provided. The transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

22. If the Secretary shall within the space of twenty-eight days after being served with such notice find a Director or his nominee willing to purchase the Share (hereinafter called "the purchasing Member"), and shall give notice thereof to the retiring Member, he shall be bound upon payment of the sum named by him as the fair value, or of such sum as may be fixed as the fair value in manner hereinafter provided, to transfer the Share to the purchasing Member, or to any person or persons named by the Directors who is willing to purchase the same.

23. The Ordinary Shares of a retiring Member shall be offered by the Secretary to the Directors of the Company in proportion to the Ordinary Shares for the time being registered in their respective names, and in case any of such Directors shall indicate his or their willingness to purchase any of the Shares so offered to him or them within seven days after the offer shall have been made, the Secretary shall not, as regards the Shares so agreed to be purchased, offer the same to any of the other Directors of the Company.

24. Whenever any difference arises between the Directors, or the Secretary as the agent for any Members, on the one hand, and any of the Members, their executors, administrators, or assigns on the other hand, as to the fair value of the Shares to be sold or parted with by Members in pursuance of any of the provisions hereinbefore contained, every such difference shall be referred to the decision of an Arbitrator to be appointed by the parties in difference, or, if they cannot agree upon a single Arbitrator, to the decision of two Arbitrators, of whom one shall be appointed by each of the parties in difference, or an Umpire to be appointed by the two Arbitrators. The costs of and incident to the reference and award respectively shall be in the discretion of the Arbitrators or Umpire respectively, who may determine the amount thereof, or direct the same to be taxed as between solicitor and client or otherwise, and may award by whom, and to whom, and in what manner the same shall be borne and paid, and the submission shall be made an Order of the High Court of Justice upon the application of either party, and such party may instruct Counsel to consent thereto for the other parties, and the death of any party shall not operate as a revocation.

25. If in any case the retiring Member after having become bound as aforesaid makes default in transferring the Share the Secretary may receive the purchase money, and shall thereupon cause the name of the purchasing Member to be entered in the Register as the Holder of the Share, and shall hold the purchase money in trust for the retiring Member. The receipt of the Secretary for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned.

26. If the Secretary shall not within twenty-eight days after being served with the transfer notice find a Director willing to purchase the Shares, and give notice in manner aforesaid, the retiring Member shall at any time within three calendar months afterwards be at liberty, subject to Article 29, to sell and transfer the Shares (or those not placed) to any person and at any price.

27. The executors or administrators of a deceased Member (not being one of several joint Holders) shall be the only persons

recognised by the Company as having any title to the Shares registered in the name of such Member, and in case of the death of any one or more of the joint Holders of any registered Shares the survivors shall be the only persons recognised by the Company as having any title to or interest in such Shares.

28. Any guardian of an infant Member and any committee of a lunatic Member, and any person becoming entitled to Shares in consequence of the death, bankruptcy, or liquidation of any Member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title, as the Directors think sufficient, may, subject to the regulations as to transfers hereinbefore contained, transfer such Shares to himself or any other person.

29. The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares.

BORROWING MONEY.

30. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

31. The Register of Mortgages shall be open to the inspection of any creditor or Member of the Company without payment, and of any other person on payment of the sum of One Shilling for each inspection.

32. A Register of the Holders of the Debentures or Debenture Stock of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the Registered Holders of such Debentures or Debenture Stock and the Holders of Shares in the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

33. The Annual General Meeting of the Company shall be held once at least in every year at such time and place as the Directors shall appoint.

34. Two Members personally present at any General Meeting shall be a quorum; and Clause 51 of Table A shall be modified accordingly.

35. A poll may be demanded by one Member; and Clause 56 of Table A shall be modified accordingly.

36. A corporation being a Member of the Company may by minute of its directors appoint any person to act as its representative at any Meeting of the Company, and such representative shall be entitled to exercise the same functions on behalf of the corporation which he represents as if he had been an individual Member of the Company.

DIRECTORS.

37. The number of Directors shall not be less than two nor more than five.

38. There shall be added to Clause 85 of Table A the words: "Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned."

39. The quorum of Directors for transacting business shall, unless fixed by the Directors, be two.

40. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

41. Clause 75 of Table A shall be read as if the words "And every Director present at any Meeting of Directors or Committee of Directors shall sign his name in a book to be kept for the purpose" were deleted therefrom; and such Clause shall be modified accordingly.

42. The first Directors of the Company shall be WILLIAM FRANCIS FURSE and CHARLES JAMES FOX, who each shall receive an annual fee of Fifty Pounds for acting in that capacity.

DISQUALIFICATION OF DIRECTORS.

43. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors;
- (b) If he become of unsound mind or be found a lunatic;
- (c) If he be convicted of an indictable offence;
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors;
- (e) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

44. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest, and any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he do so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract,

arrangement, or dealing is under consideration. A general notice that a Director is a Member of any specified firm or company, and is to be regarded as interested in any subsequent transactions with such firm or company, shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

MANAGING DIRECTOR.

45. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

46. The said CHARLES JAMES FOX shall act as Managing Director of the Company, and shall receive a salary of Three Hundred and Fifty Pounds for acting in that capacity over and above the fee of Fifty Pounds for acting as an Ordinary Director of the Company.

NOTICES.

47. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Clause 110 of Table A shall be modified accordingly.

48. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

49. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company, including any shares in other companies, may be divided between

the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

50. In the event of a winding up the assets available for distribution among the Members shall be applied: First, in repayment of the amount paid up on the Preference Shares (if any): Secondly, in repayment of the amounts paid up on the Ordinary Shares and Founders' Shares; and the balance (if any) shall be distributed among the Holders of Ordinary Shares and Founders' Shares in the Company in proportion to the number of Shares held by them respectively.

THE SEAL.

51. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors, and those two Directors shall sign every instrument to which the Seal of the Company is so affixed in their presence.

CAPITAL.

52. The original Share Capital of the Company is Ten Thousand Pounds, divided into Nine Thousand Nine Hundred Shares of One Pound each and One Hundred Founders' Shares of One Pound each.

53. The profits of the Company made during the financial year, or other period comprised in the accounts submitted to the Ordinary General Meeting in each year and available for Dividend, with any profits carried forward from past years, shall be applicable in order of priority and manner following:—

FIRSTLY—When the profits of the Company are sufficient to pay a Dividend of Seven Pounds per centum per annum on the issued Ordinary Share Capital of the Company plus Two Hundred Pounds—

(a) By payment in cash to the said CHARLES JAMES Fox if an employee of the Company, by way of further salary, of the sum of One Hundred Pounds.

(b) By a further payment in cash or the issue of Bonus Shares, being Ordinary Shares in the Capital of the Company, to the said CHARLES JAMES FOX if an employee of the Company, and by way of further salary, of the value of One Hundred Pounds.

(c) By the payment of a Dividend at the rate of Seven Pounds per centum per annum on the Ordinary Share Capital paid up of the Company.

In case the profits in any one year are insufficient to make the payments and issue of Shares as provided by this paragraph, then such payments and issue under Sub-Paragraphs (a) and (b) hereof, and the payment of Dividend under Sub-Paragraph (c) hereof, shall abate proportionately in the same ratio as the sum of Two Hundred Pounds bears to the amount of intended Dividends of Seven Pounds per centum per annum to be paid on the Ordinary Share Capital paid up of the Company, and any balance shall be deemed to be in arrear and be a charge upon any future profits of the Company.

SECONDLY—Out of any surplus:

As to one moiety—

By the payment of a further Dividend on the Ordinary Share Capital paid up of the Company, and the payment of a Dividend on the Founders' Share Capital of the Company, each such Founders' Share to carry a Dividend equal to ten times the value of any Dividend declared on each such Ordinary Share Capital as the Company in General Meeting determines, but the amount to be distributed by way of Dividends and forming this one moiety shall in no case exceed in value the sum of Six Hundred and Fifty Pounds.

As to another moiety—

By a payment in cash or the issue of Bonus Shares, being Ordinary Shares in the Capital of the Company, to the said CHARLES JAMES FOX if an employee of the Company, and by way of further

salary, equal to the payments to be made to the Ordinary Shareholders and Founders' Shareholders in pursuance of this paragraph, but in no case shall the said payment in cash and/or the issue of such Shares exceed in value the sum of Six Hundred and Fifty Pounds.

In case there shall be no surplus profits in any one year there shall be no payments or issue of Shares in pursuance of this paragraph, and in case of any surplus profits, but insufficient to make the full payments in pursuance of this paragraph after payments of any arrears due in pursuance of the first paragraph hereof, each moiety shall abate proportionately.

THIRDLY—The residue shall be utilised by the payment of further Dividends on the Ordinary Share Capital paid up of the Company, and the Founders' Share Capital of the Company, each such Founders' Share to carry a Dividend equal to ten times the value of any Dividend declared on each such Ordinary Share, or the whole or any part of the said residue may be carried to reserve or otherwise dealt with as the Company in General Meeting determines.

54. Any General Meeting declaring a Dividend may direct payment of such Dividend wholly or in part by the distribution of specific assets, and in particular of paid-up Shares, Debentures, or Debenture Stock of the Company, or paid-up shares, debentures, or debenture stock of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution; and, where any difficulty arises in regard to the distribution, they may settle the same as they think expedient, and in particular may issue fractional Certificates, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the Dividend as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 88 of The Companies (Consolidation) Act, 1908, and

the Directors may appoint any person to sign such contract on behalf of the persons entitled to the Dividend, and such appointment shall be effective.

DISCOVERY OF SECRETS.

55. No Member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process of or used by the Company, beyond such information as to the accounts and business of the Company as is by these presents or by the Statutes directed to be laid before the Company in General Meeting, and no Member shall be entitled to inspection of any of the books, papers, correspondence, or documents of the Company except so far as such inspection is authorised by these presents or by Statute.

COMMISSION TO SUBSCRIBERS FOR SHARES.

56. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company not exceeding Five Shillings per Share.

MODIFICATION OF RIGHTS.

57. If and whenever the Capital is divided into Shares of various classes the rights and privileges of the Holders of Shares of each class may be varied or modified by any arrangement which is sanctioned on the one hand by an Extraordinary Resolution of the Holders of the Shares of such class, and on the other by a like resolution of the Holders of the remaining Shares of the Company, each such resolution being passed at a separate Meeting of the Members entitled to vote thereat. Meetings of the Holders of a class of Shares shall be subject as far as possible to the same rules and provisions as the Meetings of the Company, but so that the quorum of Members of the Shares affected shall be the Holders of Shares of that class present in person or represented by proxy holding not less than one moiety of the issued Shares of that class.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

W. J. Furze & Co. Limited whose registered offices
are situate Traffic Street Nottingham
by William Joseph Furze General Manager

William Francis Furze.
Holm View Victoria Embankment.
Nottingham
Electrical Engineer.

Charles James Fox
Husthwaite, Maple Grove,
Preston - nr. Manchester
Electrical Engineer.

Dated the first day of February, 1919.

Witness to the Signatures of W. J. Furze & Co. Limited
and William Francis Furze

R. Wright.
Clerk to Arthur Barlow & Son
Solicitors
Nottingham

Witness to the Signatures of the said Charles James Fox
to be R. Rhodes 57 Pall Mall Manchester
Solicitors Clerk

DUPLICATE FOR THE FILE.

No. 152958



Certificate of Incorporation

I Hereby Certify, That the
W. J. Furze & Company (Manchester),
Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company
is Limited.

Given under my hand at London this Fourth day of February
One Thousand Nine Hundred and Nineteen.

Fees and Deed Stamps £ 7-15/-

Stamp Duty on Capital £ 25=

/s/ Little
Registrar of Joint Stock Companies.

Certificate received by V. H. H. H.

Date

Certificate No. 152953

[Form No. 59,

"THE TRADING WITH THE ENEMY AMENDMENT ACT, 1914."

[No Regis-
tration Fee
payable.]

Declaration

Made pursuant to Section 9, Sub-Section (1) (a), of the said Act.

REGISTERED
14013
4 FEB 1919

NAME OF COMPANY:

W. J. Furse & Company (Manchester),

LIMITED.

(See Page 2 of this Form.)

48699-1.19.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

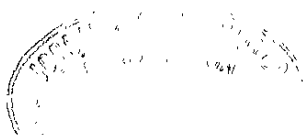
TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



I Arthur Barlow
of No 1 High Pavement in the City of
Nottingham

Do solemnly and sincerely Declare that I am a Solicitor of the Supreme
Court engaged in the formation of W. J. Furse & Company
(Limited)

LIMITED,

and that the Company is not formed for the purpose or with the intention
of acquiring the whole or any part of the undertaking of a person, firm,
or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section 2 of The Trading with the Enemy Act,
1914. 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 the City of Nottingham
in the County of the same
City

the 3rd day of February,

One thousand nine hundred and 19,

before me,

J. Arthur Watkinson

A Commissioner for Oaths.

Arthur Barlow

"The Companies Acts, 1929 and 1947"



COMPANY LIMITED BY SHARES

(COPY)

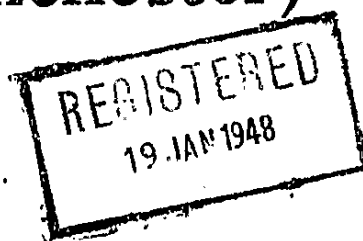
Special Resolution

(Pursuant to The Companies Act, 1929, Sections 10 and 117)

OF

W. J. Furse & Co. (Manchester)
LIMITED

Passed the 1st day of December, 1947.



AT an EXTRAORDINARY GENERAL MEETING of W. J. FURSE & CO. (MANCHESTER) LIMITED, duly convened, and held at 20 Mount Street, Manchester, on the 1st day of December, 1947, the following SPECIAL RESOLUTION was duly passed :—

"That the Articles of Association of the Company be altered in manner following :—

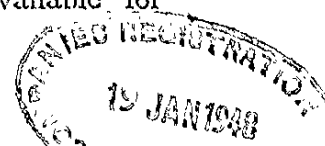
(a) The following Article shall be inserted after Article 27, namely—

27A. Any Share may be transferred by a member to any child or wife of such member and any Share of a deceased member may be transferred by his executors or administrators to any child or wife of the deceased member to whom such deceased member may have specifically bequeathed the same and the restrictions in Clause 20 of the Company's Articles shall not apply to any transfer authorised by this Clause.

(b) Article 68 of Table A (1929) shall be substituted for Article 46.

(c) The following Article shall be substituted for Article 53, namely—

53. The profits of the Company made during the financial year or other period comprised in the accounts submitted to the Ordinary General Meeting in each year and available for

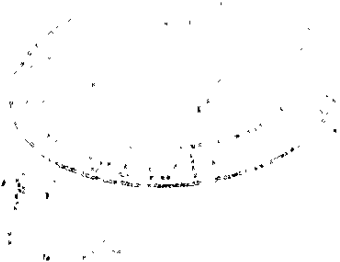


Dividend with any profits carried forward from past years shall be applicable in order of priority and manner following:—

- (1) By the payment of a Dividend at the rate of Seven Pounds per centum per annum on the Ordinary Share Capital paid up of the Company, and
- (2) Any residue shall be utilised by the payment of further Dividends on the Ordinary Share Capital paid up of the Company and on the Founders Share Capital of the Company but each such Founders Share shall carry a Dividend equal to ten times the value of any further Dividend declared on each such Ordinary Share."

Mr. F. Jones Chairman

Presented to the Registrar of Companies
on the 19th day of January, 1948



No. of Certificate 152958
51



THE COMPANIES' ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OR

W. J. Furse & Company (Manchester) Limited

Passed 3rd day of October, 1955.

REGISTERED
21 OCT 1955

At an EXTRAORDINARY GENERAL MEETING of W. J. Furse & Company (Manchester) Limited duly convened and held on Monday the 3rd day of October 1955, the following Resolutions were duly passed as Special Resolutions.

1. That the Articles of Association be altered by adding after Article 54 :—

“ 54(a). The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolutions :

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

54(b). Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures,

REGISTERED
21 OCT 1955

if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective properties of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members".

2. That the capital of the Company be increased to Thirty thousand pounds by the creation of Twenty thousand new ordinary shares of one pound each ranking for dividend and in all other respects *pari passu* with the existing ordinary Shares of the Company.

3. That it is desirable to capitalise a sum of eight hundred and thirty pounds being part of the undivided profits standing to the credit of the profit and loss account of the Company and accordingly that a special capital bonus of eight hundred and thirty pounds free of Income Tax be declared and that such bonus be applied on behalf of the persons who on the third day of October, 1955 were holders of the Founders shares in the Company in payment in full for eight hundred and thirty new ordinary shares of the Company of one pound each and that the said shares so paid up as aforesaid shall be allotted to such persons respectively in such proportions that each of the holders of the existing Founders shares in the Company shall receive eighty three new ordinary shares for each ten existing Founders shares so held as aforesaid and that the shares so distributed shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by each such shareholder and not as income.

4. That the one hundred Founders shares in the Company be converted into ordinary shares ranking for dividend earned after the first day of April one thousand nine hundred and fifty five and for all other purposes *pari passu* with the existing ordinary shares of the Company and that the Articles of Association of the Company be altered accordingly by cancelling Article 53 thereof.

5. That it is desirable to capitalise a further sum of £23,720 being a further part of the undivided profits standing to the credit of the profit and loss account of the Company and accordingly that a further special capital bonus of £23,720 free of Income Tax be declared and that such bonus be applied on behalf of the persons who immediately upon the passing of the foregoing four resolutions became entitled to be registered as holders of shares in the Company in payment in full for 23,720 new ordinary shares in the Company of one pound each and that the said shares so paid up as aforesaid shall be allotted to such persons respectively in such proportions that each of the persons referred to shall receive four new ordinary shares for each existing ordinary share in respect of which such person was entitled as aforesaid immediately upon the passing of the foregoing four resolutions to be registered and that the shares so distributed shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by each such shareholder and not as income.



C. J. FOX,
Chairman.

8
58
No. of COMPANY 152,958

ICF 101



THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

W. J. FURSE & COMPANY (MANCHESTER) ✓

REGISTERED
21 OCT 1955

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Ent. No. C.F.10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

P138 S2035 (11)

Presented by

Mellors, Easden & Mellors,
Estate Office,
Trafford Park,
Manchester, 17.



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

W. J. FURSE & COMPANY (MANCHESTER)

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) Special Resolution of the Company dated the third day of October 1955 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 20,000. beyond the registered Capital of £ 10,000.

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
20,000.	Ordinary.	One pound.

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

rank *pari passu* with the issued Ordinary Capital and for Dividends as from 1st. April 1955. One vote for each One pound Share.

----- of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) 

(State whether Director, or Secretary) Director.

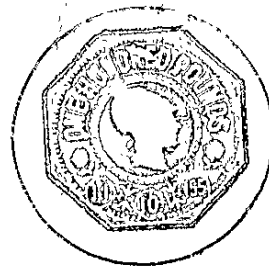
Dated the Seventh day of October 1955.

- (a) " Ordinary," " Extraordinary " or " Special "
(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 158,959

COMPANY HAVING A SHARE CAPITAL.



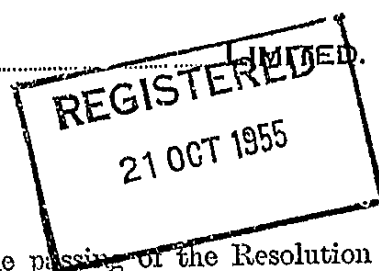
Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF
COMPANY..... W. J. FURSE & COMPANY (MANCHESTER)



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

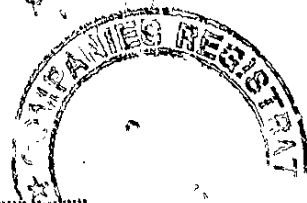
SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

P 205. S 862(1)

Presented for registration by

Mollers, Pasden & Mollers,
Estate Office,
Trifford Park,



The Nominal Capital

OF

W. J. FURSE & COMPANY (MANCHESTER)

LIMITED,

has by a Resolution of the Company dated the third day
of October, 1955, been increased by the addition thereto of
the sum of Twenty thousand - - - Pounds,
divided into Ordinary Shares
of One pound each,
beyond the Registered Capital of Ten thousand pounds.

*Signature

Description Director.

Date 7th October 1955.

*This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

152958 / 68

W. J. FURSE & COMPANY (MANCHESTER)
LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the members of W. J. Furse & Company (Manchester) Limited, duly convened and held at the registered office of the Company, 20 Mount Street in the City of Manchester on the 13th day of March 1957, the following RESOLUTIONS were duly passed of which the RESOLUTIONS Numbered 1 and 3 were passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS.

1. That the Capital of the Company be increased to One hundred and twenty thousand pounds by the creation of Ninety thousand new Ordinary Shares of One pound each ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares of the Company.

2. That it is desirable to capitalise a sum of Eighty-eight thousand nine hundred and fifty pounds being part of the undivided profits standing to the credit of the General Reserve account of the Company and accordingly that a special capital bonus of Eighty-eight thousand nine hundred and fifty pounds free of Income Tax be declared and that such bonus be applied on behalf of the persons who on the 13th day of March 1955 were holders of the Ordinary Shares in the Company in payment in full for Eighty-eight thousand nine hundred and fifty new Ordinary Shares of the Company of One pound each and that the said shares so paid up as aforesaid shall be allotted to such persons respectively in such proportions that each of the holders of the existing Founders shares in the Company shall receive three new Ordinary Shares for each existing Ordinary Share so held as aforesaid and that the share so distributed shall be treated for all purposes as an increase of the nominal amount of the capital of the Company held by each such shareholder and not as income.

3. That the regulations contained in the printed document submitted to the Meeting are for the purposes of identification signed by the Chairman thereof be approved and entered as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Chairman

The Companies Acts, 1908 to 1917

— AND —

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

NEW

Articles of Association

*(Adopted by Special Resolution passed on
the 18th day of March 1957.)*

— OF —

**W. J. FURSE & COMPANY
(MANCHESTER), LIMITED**

Incorporated the 4th day of February 1919.

No. 152,958.

(COPY)



Certificate of Incorporation

I HEREBY CERTIFY, that W. J. FURSE & COMPANY
(MANCHESTER), LIMITED, is this day Incorporated under The
Companies Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London this Fourth day of February,
One Thousand Nine Hundred and Nineteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Fees and Deed Stamps : £7 15s. 0d.
Stamp Duty on Capital : £25 0s. 0d.

The Companies Acts, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

W. J. Furse & Company (Manchester), LIMITED

1. The name of the Company is "W. J. FURSE & COMPANY (MANCHESTER), 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 the business of Electric Engineers, and Contractors, Suppliers of Electricity, Carriers of Passengers and Goods, Manufacturers of and Dealers in Electric Railway and Tramway, and Electric, Magnetic, Galvanic, and other Apparatus, Mechanical Engineers, Suppliers of Light, Heat, Sound, and Power; to acquire any inventions, and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.
 - (b) To carry on the business of Iron Founders, Manufacturers of Agricultural Implements and other Machinery, Tool Makers, Brass Founders, Metal Workers, Boiler Makers, Millwrights, Machinists, Iron and Steel Converters, Smiths, Wood Workers, Steeplejacks, and Builders, Painters, Metallurgists, Water Supply Engineers, Gas Makers, Carriers, and Merchants; and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.
 - (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or

conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

- (d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (e) To carry on the business of an Electric Light, Heat, and Power Supply Company, and in particular to establish, work, manage, control, and regulate works for the supply of electric light, heat, and motive power, and to undertake the lighting of towns, streets, buildings, and other places, and the supply of electric heat and motive power for public or private purposes.
- (f) To carry on any other business directly or indirectly connected with the supply or employment of electricity or capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (g) To construct, maintain, lay down, carry out, work, sell, let on hire, and deal in telephones and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of these objects, and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters, and engines.
- (h) To construct, execute, carry out, equip, improve, work, develop, administer, manage, or control public works and conveniences of all kinds, which expression in this Memorandum includes railways, ~~tramways~~, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, and power supply works, and hotels, warehouses, markets, and public buildings, and all other works or conveniences of public utility; to apply for, purchase, or otherwise acquire any contracts, decrees, and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same; to carry on the business of Miners, Metallurgists, Builders and Contractors, Engineers, Ship Owners, Ship Builders, Merchants, Importers, and Exporters, and to buy, sell, and deal in property of all kinds.

- (i) To buy, sell, manufacture, repair, alter, and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (j) 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 more profitable any of the Company's property.
- (k) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (l) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (m) To 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, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (n) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to

carry on, 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.

- (o) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (p) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (r) To 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 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (s) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (t) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (u) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (v) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (w) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (x) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (y) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, 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, Debentures, Debenture Stock, or securities of this Company.
- (z) To procure the Company to be registered or recognised in any Colony or Dependency or in any Foreign Country or Place.
- (aa) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.

- (bb) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares (either fully or partly paid), debentures, or securities of any company purchasing the same.
- (cc) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (dd) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Ten Thousand Pounds, divided into Nine Thousand Nine Hundred Ordinary Shares of One Pound each and One Hundred Founders' Shares of One Pound each, and there shall be attached to the said Ordinary Shares and Founders' Shares respectively the rights, privileges, and conditions in that behalf specified in the accompanying Articles of Association. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations: Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following: namely—Any such modification or variation may be effected when sanctioned on the one hand by an Extraordinary Resolution of the Holders of the Shares of such class, and on the other by a like resolution of the Holders of the remaining Shares of the Company, each such resolution being passed at a separate Meeting of the Members entitled to vote thereat, at which there shall be present in person or represented by proxy the Holders of not less than a moiety of the issued Shares of such class.

By Special Resolutions passed on the 3rd day of October 1955, the One Hundred Founder Shares of the Company were converted into Ordinary Shares of One pound each ranking *pari passu* with the existing Shares of the Company.

By Special Resolutions passed on the 3rd day of October 1955, the Capital of the Company was increased to Thirty thousand pounds by the creation of Twenty thousand new Ordinary Shares of One pound each ranking *pari passu* with the existing Ordinary Shares of the Company.

By Special Resolutions passed on the 13th day of March 1957, the Capital of the Company was increased to One hundred and twenty thousand pounds by the creation of Ninety thousand new Ordinary Shares of One pound each ranking *pari passu* with the existing Ordinary Shares of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<p>W. J. FURSE & CO., LIMITED, whose Registered Offices are situate in Traffic Street, Nottingham, by WILLIAM JOSEPH FURSE, Governing Director.</p>	<p>One. Ordinary</p>
<p>WILLIAM FRANCIS FURSE, "Holm View," Victoria Embankment, Nottingham. Electrical Engineer.</p>	<p>One. Ordinary</p>
<p>CHARLES JAMES FOX, "Elmsthorpe," Maple Grove, Prestwich, Nr. Manchester. Electrical Engineer.</p>	<p>One. Ordinary</p>

Dated the 1st day of February 1919

Witness to the above Signatures of W. J. Furse & Co., Limited,
and William Francis Furse—

R. J. WRIGHT,
Clerk to Arthur Barlow & Son,
Solicitors,
Nottingham.

Witness to the Signature of the said Charles James Fox—

E. C. RHODES,
27 Pall Mall,
Manchester.
Solicitors Clerk.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

**W. J. Furse & Company (Manchester),
LIMITED**

*(Adopted by Special Resolution passed on
the 13th day of March 1957.)*

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 58, 75, 77 and 118 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is One hundred and twenty Thousand Pounds divided into One hundred and twenty Thousand Ordinary Shares of One Pound each. The said Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A and not otherwise.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

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

TRANSFER OF SHARES.

6. (A) Any Share may be transferred by a Member to any child or other issue, father, brother, or sister, of such Member; and any Share of a deceased Member may be transferred by his or her legal personal representatives to any child or other issue, father, brother, or sister of such deceased Member; and Shares standing in the names of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will. A Share may at any time be transferred to any Member of the Company.
- (B) Save as aforesaid, no Share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (C) Except where the transfer is made pursuant to Sub-Article (A) hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company: that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the Share to the Directors or, in the event of no Director being willing to purchase the Share, to any Member of the Company at the price so fixed, or at the option of the purchaser, at the fair value to be fixed by the Auditor in accordance with Sub-Article (E) of this Article. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. Subject as hereinafter provided, the transfer notice shall not be revocable except with the sanction of the Directors.
- (D) If the Company shall within the period of twenty-eight days after being served with the transfer notice find a Director, or, failing him, a Member willing to purchase the Share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor, he shall (subject as hereinafter provided) be bound upon payment of the fair value to transfer the Share to the Purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.
- (E) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Act, 1950,

shall not apply. Forthwith upon receipt of the Certificate as to the fair value the Company shall serve a copy thereof on the proposing transferor who shall have the option (to be exercised within seven days after the service on him of the copy Certificate) of revoking the transfer notice.

- (f) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (g) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find a Director or Member willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (1) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.
- (ii) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Directors as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Directors that any Director who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Directors do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. Any Shares not taken by the Directors or some or one of them shall then be offered in a similar manner to the other Members.
- (i) The Directors may without assigning any reason for so doing refuse to register any transfer of a Share (a) where the Company has a lien on the Share, or (b) where the Directors are not of opinion that the transferee is a desirable person to admit to Membership; but Paragraph (b) of this Sub-Article shall not apply to a transfer made pursuant to Sub-Article (A) hereof.

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 186 (2) of The Companies Act, 1948, as to

giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than eight.

10. A Director shall not be required to hold any Share qualification in the Company.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. 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; and Clause 84 in Part I of Table A shall be modified accordingly.

DIVIDENDS.

13. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

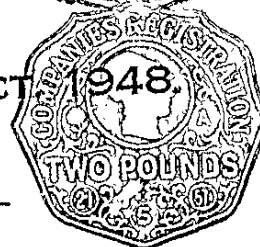
14. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

C. J. Mc.

CHAIRMAN

NO. OF COMPANY 152,958

69



THE COMPANIES ACT 1948.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

NAME OF COMPANY W. J. FURSE & COMPANY (MANCHESTER)

LIMITED.



JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Ont. No. C.F.10.

SHAW & SONS LTD.,
7, S & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

P138 S2035 (H)

Presented by

Mellors, Pasden & Mellors,
Trafford Park,
Manchester, 17.

28 AUG 1958

NO. OF COMPANY. 152,958

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF COMPANY. W. J. FURSE & COMPANY (MANCHESTER)

LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Capital at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relating to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

P 205. S 862(H)

Presented for registration by

Mellors, Basden & Mellors,

The Nominal Capital

OF

W. J. FURSE & COMPANY (MANCHESTER)

LIMITED,

has by a Resolution of the Company dated the 13th day
of March, 1957, been increased by the addition thereto of
the sum of Ninety thousand Pounds,
divided into Ninety thousand Shares
of One pound each,
beyond the Registered Capital of £30,000.

*Signature

G. H. L. L. L.

Description Director.

Date 2nd April 1957 19

*This Statement must be signed by an officer of the Company.

This margin is reserved for binding, and must not be written across.

152958

44



The Companies Act, 1948



501 R

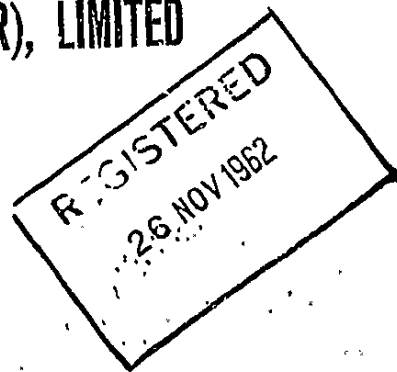
COMPANY LIMITED BY SHARES

Resolutions

OF

W. J. FURSE & COMPANY (MANCHESTER), LIMITED

Passed 19th November, 1962



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Traffic Street, Nottingham, on Monday, the 19th day of November, 1962, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS :—

SPECIAL RESOLUTIONS

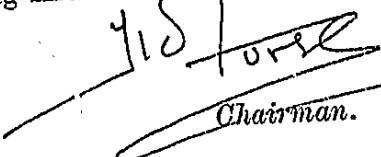
1. That the provisions of clause 3 of the Memorandum of Association of the Company with respect to the objects of the Company be altered by adding after sub-clause (R) thereof the following new sub-clause, namely :—

“(RR) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or granting any such collateral security to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods or to grant any collateral security for the performance of the obligations and the payment of the capital or principal (together with any premium)

Theodore Goddard & Co.

of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding company, or otherwise associated with the Company in business."

2. That the regulations contained in the printed document submitted to the meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.


Chairman.

COMPANY LIMITED BY SHARES

Articles of Association

OF

W. J. FURSE & COMPANY (MANCHESTER), LIMITED

(Adopted by Special Resolution passed November 19th, 1962)

1. Subject as hereinafter provided the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall apply to this Company.

2. Regulations 4, 24 and 53 of Part I and regulations 1 and 6 of Part II of Table A shall not apply.

3. The share capital of the Company at the date of adoption of these presents is £120,000 divided into 120,000 Ordinary Shares of £1 each.

4. Subject to any direction to the contrary that may be given by the Company in General Meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one

or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than three nor more than twelve. Regulation 75 of Part I of Table A shall not apply.

7. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or General Meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Part I of Table A shall not apply.

8. A Director or alternate Director need not be a member of the Company but nevertheless shall be entitled to attend and speak at any General Meeting of the Company. Regulation 77 of Part I of Table A shall not apply.

9. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Part I of Table A shall not apply.

11. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested, and if he do so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the Directors for consideration. Paragraphs (2) and (4) of regulation 84 of Part I of Table A shall not apply.

12. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director, during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall except as regards qualification (if any), remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor cease for any reason to be a Director.

13. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Joint Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, subject as aforesaid, be automatically determined *ipso facto* if he cease from any cause to be a Director. Regulation 107 of Part I of Table A shall not apply.

14. A Director appointed to an executive office shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Part I of Table A shall not apply.

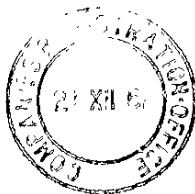
15. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Regulation 88 of Part I of Table A shall be modified accordingly. A Director shall not be subject to retirement by rotation. Regulations 89 to 93 (inclusive) of Part I of Table A shall not apply and regulations 94 and 97 of Part I of Table A shall be modified accordingly.

16. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Joint Managing Director, Assistant Managing Director, Manager, or in any other executive office or employment under the Company or indirectly

as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Part I of Table A shall not apply.


Chairman.

152958/85



The Companies Acts

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

W. J. FURSE & COMPANY (MANCHESTER), LIMITED

(As altered by Special Resolution passed 19th November, 1962)

REGISTERED
21 DEC 1962

1. The name of the Company is "W. J. FURSE & COMPANY (MANCHESTER), 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 the business of Electric Engineers, and Contractors, Suppliers of Electricity, Carriers of Passengers and Goods, Manufacturers of and Dealers in Electric Railway and Tramway, and Electric, Magnetic, Galvanic, and other Apparatus, Mechanical Engineers, Suppliers of Light, Heat, Sound, and Power; to acquire any inventions, and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.

(b) To carry on the business of Iron Founders, Manufacturers of Agricultural Implements and other Machinery, Tool Makers, Brass Founders, Metal Workers, Boiler Makers, Millwrights, Machinists, Iron and Steel Converters, Smiths, Wood Workers, Steeplejacks, and Builders, Painters, Metallurgists, Water Supply Engineers, Gas Makers, Carriers, and Merchants; and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.

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- (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (e) To carry on the business of an Electric Light, Heat, and Power Supply Company, and in particular to establish, work, manage, control, and regulate works for the supply of electric light, heat, and motive power, and to undertake the lighting of towns, streets, buildings, and other places, and the supply of electric heat and motive power for public or private purposes.
- (f) To carry on any other business directly or indirectly connected with the supply or employment of electricity or capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (g) To construct, maintain, lay down, carry out, work, sell, let on hire, and deal in telephones and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of these objects, and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters, and engines.
- (h) To construct, execute, carry out, equip, improve, work, develop, administer, manage, or control public works and conveniences of all kinds, which expression in this Memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, and power supply works, and hotels, warehouses, markets, and public buildings, and all other works or conveniences of public utility; to apply for, purchase, or otherwise acquire any contracts, decrees, and concessions for or in relation to the construction, execution, carrying out,

equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same; to carry on the business of Miners, Metallurgists, Builders and Contractors, Engineers, Ship Owners, Ship Builders, Merchants, Importers, and Exporters, and to buy, sell, and deal in property of all kinds.

- (i) To buy, sell, manufacture, repair, alter, and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (j) 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 more profitable any of the Company's property.
- (k) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (l) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (m) To 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, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (n) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (o) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (p) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (r) To 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 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (rr) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or granting any such collateral security to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods or to grant any collateral security for the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the Company's holding company, or otherwise associated with the Company in business.
- (s) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (t) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (u) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (v) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (w) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (x) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (y) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, 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, Debentures, Debenture Stock, or securities of this Company.
- (z) To procure the Company to be registered or recognised in any Colony or Dependency or in any Foreign Country or Place.
- (aa) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (bb) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares (either fully or partly paid), debentures, or securities of any company purchasing the same.
- (cc) To distribute among the Members of the Company in kind any property of the Company, and in particular

any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

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

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is *Ten Thousand Pounds, divided into Nine Thousand Nine Hundred Ordinary Shares of One Pound each and One Hundred Founders' Shares of One Pound each, and there shall be attached to the said Ordinary Shares and Founders' Shares respectively the rights, privileges, and conditions in that behalf specified in the accompanying Articles of Association. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations: Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following: namely—Any such modification or variation may be effected when sanctioned on the one hand by an Extraordinary Resolution of the Holders of the Shares of such class, and on the other by a like resolution of the Holders of the remaining Shares of the Company, each such resolution being passed at a separate Meeting of the Members entitled to vote thereat, at which there shall be present in person or represented by proxy the Holders of not less than a moiety of the issued Shares of such class.

**By Special Resolutions passed on the 3rd day of October, 1955, the One Hundred Founder Shares of the Company were converted into Ordinary Shares of One pound each ranking pari passu with the existing Shares of the Company.*

By Special Resolutions passed on the 3rd day of October, 1955, the Capital of the Company was increased to Thirty thousand pounds by the creation of Twenty thousand new Ordinary Shares of One pound each ranking pari passu with the existing Ordinary Shares of the Company.

By Special Resolutions passed on the 13th day of March, 1957, the capital of the Company was increased to One hundred and twenty thousand pounds by the creation of Ninety thousand new Ordinary Shares of One pound each ranking pari passu with the existing Ordinary Shares of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>W. J. FURSE & CO., LIMITED, whose Registered Offices are situate in Traffic Street, Nottingham, by WILLIAM JOSEPH FURSE, Governing Director.</p>	<p>One Ordinary</p>
<p>WILLIAM FRANCIS FURSE, "Holm View," Victoria Embankment, Nottingham, Electrical Engineer.</p>	<p>One Ordinary</p>
<p>CHARLES JAMES FOX, "Elmsthorpe," Maple Grove, Prestwich, Nr. Manchester, Electrical Engineer.</p>	<p>One Ordinary</p>

Dated the 1st day of February, 1919.

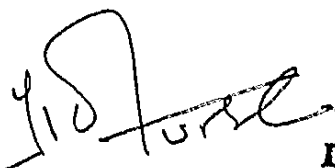
Witness to the above Signatures of W. J. FURSE & Co., LIMITED,
 and WILLIAM FRANCIS FURSE—

R. J. WRIGHT,
 Clerk to ARTHUR BARLOW & SON,
 Solicitors,
 Nottingham.

Witness to the Signature of the said CHARLES JAMES FOX—

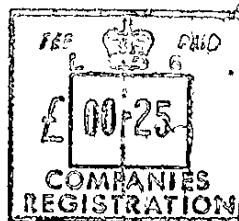
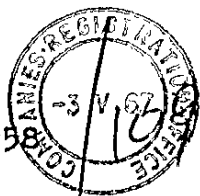
E. C. RHODES,
 27 Pall Mall,
 Manchester,
 Solicitors Clerk.

CERTIFIED to be a true and correct copy of the Memorandum
 of Association of the Company as altered by a Special Resolution
 passed on 19th November, 1962.


 Director
 19th December 1962.

Number of Company

152958



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

W.J. FURSE & COMPANY (MANCHESTER),
LIMITED

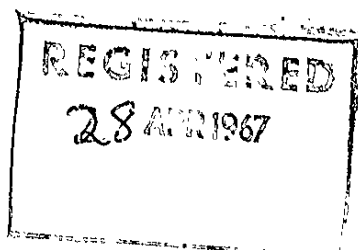
PASSED the 24th day of APRIL 1967

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 221 Ordsall Lane, Salford 5, Manchester, in the County of Lancashire on the 24th day of April, 1967, the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT the name of the Company be and it is hereby changed to FURSE ELECTRICAL INSTALLATIONS LIMITED.

Alfred Furse
Chairman



TO: DIRECTOR, FBI - MEMPHIS
FROM: SAC, NEW YORK (100-100000)
SUBJECT: [REDACTED]

RE: NEW YORK TELETYPE TO BUREAU, 5/10/68

[Handwritten signature]

No. 152958



B



Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

W.J. FURSE & COMPANY (MANCHESTER), LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the ~~name of the above-~~ named Company being changed to

FURSE ELECTRICAL INSTALLATIONS LIMITED

REGISTERED
- 9 MAY 1967

Signed on behalf of the Board of Trade

this NINTH DAY OF MAY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

110
DUPLICATE FOR THE FILE

152958



Certificate of Incorporation on Change of Name

Whereas

W.J. FURSE & COMPANY (MANCHESTER), LIMITED

was incorporated as a limited company under the

COMPANIES ACTS, 1908 TO 1917,

on the FOURTH DAY OF FEBRUARY, 1919

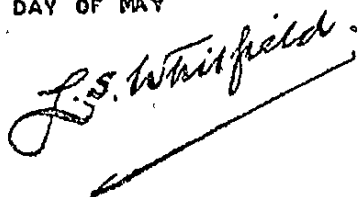
And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

FURSE ELECTRICAL INSTALLATIONS LIMITED

Given under my hand at London, this NINTH DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by


Assistant Registrar of Companies.

Date.

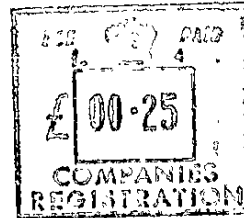
12 MAY 1967

152958

115



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FURSE ELECTRICAL INSTALLATIONS LIMITED

(Passed 18th July, 1967)

REGISTERED

1 AUG 1967

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Traffic Street, Nottingham on Tuesday the 18th day of July 1967 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

That the Articles of Association of the Company be amended by the insertion after Article 14 of the following new Article to be numbered 14(A):-

"The Directors may from time to time appoint one or more persons to be a Technical Director or Technical Directors and may fix the duties and (subject to the provision of Section 205 of the Act) the degree of responsibility of any person so appointed upon such terms as to remuneration and otherwise subject to such conditions as the Directors may think fit and may remove any person so appointed from such office. Technical Directors for the time being in the United Kingdom shall be entitled (unless the Directors otherwise resolve in any case) to attend meetings of the Directors but shall have no power to vote thereat and Technical Directors shall not be entitled to any remuneration under Article 7 and shall not be required to hold any share qualification."

Alfred J. Barker
Chairman



I Certify that this document has
been type litho. printed by me.
Dated this 18th day of July 1967
For C. C. Faithfull

Chas. E. Pearce
147, Strand, W.C.2.

NO. OF COMPANY 152958/120

THE COMPANIES ACT, 1948.

Notice of Place where Register of Members
is kept or of any Change in that place.

Pursuant to Section 110 (3).

To the REGISTRAR OF COMPANIES.

FURSE ELECTRICAL INSTALLATIONS LTD.

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act, 1948, that the Register of Members of the Company is kept at

221, ORDSALL LANE

SALFORD M5 4TP.

(Signature)

Rodney H. Stanfield

(State whether Director or Secretary)

Secretary

DATED the 16th day of March 1969

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of
the incorporation of the Company or of the change, as the case may be.

CAT. NO. C.F.103.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C2.

Law Stationers and Company Registration Agents.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

S2A77(B) L

Document Filer's Reference

Presented by

RODNEY ASHTON STANFIELD

221, ORDSALL LANE

SALFORD M5 4TP



FORM NO. 103

FOR FILING

No. of Company 152958/44

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

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

Furse Electrical Installations

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
Twelfth day of March 1979 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 100,000
beyond the registered capital of £ 120,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
130,000	Ordinary	£1.00

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

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

pari passu with the existing issued Ordinary Shares

Signature A. M. Powell 

State whether Director }
or Secretary } Secretary

Dated the 15 day of March 19 79

Presented by

A. M. Powell

Presenter's Reference.....

17, Addiscombe Road,

Croydon. CR9 2DE

(see notes overleaf)



152958/145

152958



009260/8

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

— of —

FURSE ELECTRICAL INSTALLATIONS LIMITED

(Passed 12th March, 1979)

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at 17 Addiscombe Road, Croydon, Surrey,
on Monday, the 12th day of March, 1979 the following Resolutions
were duly passed as to No. 1 as an ORDINARY RESOLUTION and as to
No. 2 as a SPECIAL RESOLUTION:-

RESOLUTIONS

1. That the captial of the Company be increased by £130,000,
divided into 130,000 shares of £1 each, ranking pari passu
in all respects with the existing shares of £1 each in the
capital of the Company.
2. That with the consent of the Board of Trade the name of the
Company be changed to CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

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R. A. JONES
Chairman



N West
£40
037677



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 152958

1146

I hereby certify that

FURSE ELECTRICAL INSTALLATIONS LIMITED

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

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

Given under my hand at Cardiff the 6TH JUNE 1979

Assistant Registrar of Companies

152958 / 145

The Companies Acts, 1908 to 1917

— AND —

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

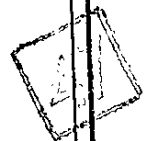
NEW

Articles of Association

*(Adopted by Special Resolution passed on
the 18th day of March 1957.)*

— OF —
CROWN HOUSE ENGINEERING INTERNATIONAL
~~W. J. FURSE & COMPANY~~
~~(MANCHESTER),~~ LIMITED

Incorporated the 4th day of February 1919.



No. 132,955.

(COPY)



Certificate of Incorporation

I HEREBY CERTIFY, that W. J. FURSE & COMPANY
(MANCHESTER). LIMITED, is this day Incorporated under The
Companies Acts, 1908, to 1917, and that the Company is LIMITED.

GIVEN under my hand at London this Fourth day of February,
One Thousand Nine Hundred and Nineteen.

H. BIRTLES,
Registrar of Joint Stock Companies.

Fees and Deed Stamps : £7 15s. 0d.

Stamp Duty on Capital : £25 0s. 0d.

Number of Company 152958

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

W.J. FURSE & COMPANY (MANCHESTER)
LIMITED

PASSED the 24th day of APRIL 1967

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 221 Ordsall Lane, Salford 5, Manchester, in the County of Lancashire on the 24th day of April, 1967, the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT the name of the Company be and it is hereby changed to FURSE ELECTRICAL INSTALLATIONS LIMITED.

A.J. KINGSTON PARKER

Chairman

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

* CROWN HOUSE ENGINEERING INTERNATIONAL

~~W. J. Furse & Company (Manchester),~~
LIMITED

* As altered by Special Resolution passed on 12th day of March 1979

1. The name of the Company is ~~"W. J. Furse & Company~~
~~(Manchester), LIMITED."~~ CROWN HOUSE ENGINEERING
INTERNATIONAL

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 the business of Electric Engineers, and Contractors, Suppliers of Electricity, Carriers of Passengers and Goods, Manufacturers of and Dealers in Electric Railway and Tramway, and Electric, Magnetic, Galvanic, and other Apparatus, Mechanical Engineers, Suppliers of Light, Heat, Sound, and Power; to acquire any inventions, and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.
- (b) To carry on the business of Iron Founders, Manufacturers of Agricultural Implements and other Machinery, Tool Makers, Brass Founders, Metal Workers, Boiler Makers, Millwrights, Machinists, Iron and Steel Converters, Smiths, Wood Workers, Steeplejacks, and Builders, Painters, Metallurgists, Water Supply Engineers, Gas Makers, Carriers, and Merchants; and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.
- (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or

conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

- (d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (e) To carry on the business of an Electric Light, Heat, and Power Supply Company, and in particular to establish, work, manage, control, and regulate works for the supply of electric light, heat, and motive power, and to undertake the lighting of towns, streets, buildings, and other places, and the supply of electric heat and motive power for public or private purposes.
- (f) To carry on any other business directly or indirectly connected with the supply or employment of electricity or capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to render profitable any of the property or rights of the Company.
- (g) To construct, maintain, lay down, carry out, work, sell, let on hire, and deal in telephones and all kinds of works, machinery, apparatus, conveniences, and things capable of being used in connection with any of these objects, and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters, and engines.
- (h) To construct, execute, carry out, equip, improve, work, develop, administer, manage, or control public works and conveniences of all kinds, which expression in this Memorandum includes railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, and power supply works, and hotels, warehouses, markets, and public buildings, and all other works or conveniences of public utility; to apply for, purchase, or otherwise acquire any contracts, decrees, and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration, or control of public works and conveniences, and to undertake, execute, carry out, dispose of, or otherwise turn to account the same; to carry on the business of Miners, Metallurgists, Builders and Contractors, Engineers, Ship Owners, Ship Builders, Merchants, Importers, and Exporters, and to buy, sell, and deal in property of all kinds.

- (i) To buy, sell, manufacture, repair, alter, and exchange, let on hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (j) 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 more profitable any of the Company's property.
- (k) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (l) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (m) To 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, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (n) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to

carry on, 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.

- (o) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (p) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (r) To 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 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (s) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (t) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (u) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (v) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (w) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (x) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (y) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, 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, Debentures, Debenture Stock, or securities of this Company.
- (z) To procure the Company to be registered or recognised in any Colony or Dependency or in any Foreign Country or Place.
- (aa) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.

(bb) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares (either fully or partly paid), debentures, or securities of any company purchasing the same.

(cc) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

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

4. The Liability of the Members is Limited.

* 5. The Share Capital of the Company is Ten Thousand Pounds, divided into Nine Thousand Nine Hundred Ordinary Shares of One Pound each and One Hundred Founders' Shares of One Pound each, and there shall be attached to the said Ordinary Shares and Founders' Shares respectively the rights, privileges, and conditions in that behalf specified in the accompanying Articles of Association. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations: Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following: namely—Any such modification or variation may be effected when sanctioned on the one hand by an Extraordinary Resolution of the Holders of the Shares of such class, and on the other by a like resolution of the Holders of the remaining Shares of the Company, each such resolution being passed at a separate Meeting of the Members entitled to vote thereat, at which there shall be present in person or represented by proxy the Holders of not less than a moiety of the issued Shares of such class.

By Special Resolutions passed on the 3rd day of October 1955, the One Hundred Founder Shares of the Company were converted into Ordinary Shares of One pound each ranking *pari passu* with the existing Shares of the Company.

By Special Resolutions passed on the 3rd day of October 1953, the Capital of the Company was increased to Thirty thousand pounds by the creation of Twenty thousand new Ordinary Shares of One pound each ranking *pari passu* with the existing Ordinary Shares of the Company.

By Special Resolutions passed on the 18th day of March 1957, the Capital of the Company was increased to One hundred and twenty thousand pounds by the creation of Ninety thousand new Ordinary Shares of One pound each ranking *pari passu* with the existing Ordinary Shares of the Company.

By Ordinary Resolution passed on the 12th day of March 1979
the Share Capital was increased to £250,000 divided
into 250,000 Ordinary Shares of £1 each

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<p>W. J. FURSE & CO., LIMITED, whose Registered Offices are situate in Traffic Street, Nottingham, by WILLIAM JOSEPH FURSE, Governing Director.</p>	<p>One. Ordinary</p>
<p>WILLIAM FRANCIS FURSE, "Holm View," Victoria Embankment, Nottingham. Electrical Engineer.</p>	<p>One. Ordinary</p>
<p>CHARLES JAMES FOX, "Elmsthorpe," Maple Grove, Prestwich, Nr. Manchester. Electrical Engineer.</p>	<p>One. Ordinary</p>

Dated the 1st day of February 1919

Witness to the above Signatures of W. J. Furse & Co., Limited,
 and William Francis Furse—

R. J. WRIGHT,
 Clerk to Arthur Barlow & Son,
 Solicitors,
 Nottingham.

Witness to the Signature of the said Charles James Fox—

E. C. RHODES,
 27 Pall Mall,
 Manchester.
 Solicitors Clerk.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

* ~~CROWN HOUSE ENGINEERING INTERNATIONAL~~
~~W. J. Furse & Company (Manchester),~~
 LIMITED

(Adopted by Special Resolution passed on
 the 13th day of March 1957.)

* as altered by Special Resolution passed on the 12th March 1979

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53, 75, 77 and 118 shall not apply to this Company: but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is One hundred and twenty Thousand Pounds divided into One hundred and twenty Thousand Ordinary Shares of One Pound each. The said Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A and not otherwise. *

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

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

* Increased by Ordinary Resolution passed on 12th day of March 1979 to £250,000 divided into 250,000 Shares of £1 each.

TRANSFER OF SHARES.

- d. (A) Any Share may be transferred by a Member to any child or other issue, father, brother, or sister, of such Member; and any Share of a deceased Member may be transferred by his or her legal personal representatives to any child or other issue, father, brother, or sister of such deceased Member; and Shares standing in the names of the trustees of the Will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will. A Share may at any time be transferred to any Member of the Company.
- (B) Save as aforesaid, no Share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (C) Except where the transfer is made pursuant to Sub-Article (A) hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the Share to the Directors or, in the event of no Director being willing to purchase the Share, to any Member of the Company at the price so fixed, or at the option of the purchaser, at the fair value to be fixed by the Auditor in accordance with Sub-Article (E) of this Article. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. Subject as hereinafter provided, the transfer notice shall not be revocable except with the sanction of the Directors.
- (D) If the Company shall within the period of twenty-eight days after being served with the transfer notice find a Director, or, failing him, a Member willing to purchase the Share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor, he shall (subject as hereinafter provided) be bound upon payment of the fair value to transfer the Share to the Purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.
- (E) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Act, 1950,

shall not apply. Forthwith upon receipt of the Certificate as to the fair value the Company shall serve a copy thereof on the proposing transferor who shall have the option (to be exercised within seven days after the service on him of the copy Certificate) of revoking the transfer notice.

- (f) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (g) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find a Director or Member willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (1) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.
- (ii) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Directors as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the Directors that any Director who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Directors do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. Any Shares not taken by the Directors or some or one of them shall then be offered in a similar manner to the other Members.
- (i) The Directors may without assigning any reason for so doing refuse to register any transfer of a Share (a) where the Company has a lien on the Share, or (b) where the Directors are not of opinion that the transferee is a desirable person to admit to Membership; but Paragraph (b) of this Sub-Article shall not apply to a transfer made pursuant to Sub-Article (A) hereof.

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1913, as to

giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than eight.

10. A Director shall not be required to hold any Share qualification in the Company.

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

12. 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; and Clause 84 in Part I of Table A shall be modified accordingly.

DIVIDENDS.

13. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

14. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

The Companies Acts, 1908 to 1917

— AND —

The Companies Act, 1948.

COMPANY LIMITED BY SHARE

Memorandum

— AND —

NEW

Articles of Association

*(Adopted by Special Resolution passed on the
18th day of March 1957.)*

— OF —

CROWN HOUSE ENGINEERING

W. J. FURSE & COMPANY (MANCHESTER)

LIMITED

Incorporated the 4th day of February 1910

MARCH, PEARSON & GRE
Solicitors,
Manchester.

The Solicitors' Law Stationery Society, Limited,
29/30 John Dalton Street, Manchester 2, M.S. 10709-

Deloitte Haskins + Sells

Chartered Accountants

P.O. Box 207
128 Queen Victoria Street,
London EC4P 4JX
Telephone 01-248 3913
Telex 894941
Facsimile 01-248 3623

your ref:

our ref: 025/CME/NB

extn:

29th September 1987

The Board of Directors
Crown House Engineering International Limited
Number One King Street
Manchester
M2 6AW

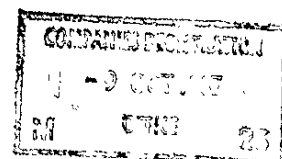
152958

Dear Sirs

In accordance with Section 390 of the Companies Act 1985, we are writing to you to resign as auditors to the company forthwith. There are no circumstances connected with our resignation that we consider ought to be brought to the notice of the company's members or creditors.

Yours faithfully,

Deloitte Haskins + Sells



RSPMF-D102
Company Number: 152958

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

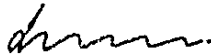
The following was passed as a Special Resolution of the Company at an Extraordinary General Meeting duly convened and held on *25 April* 1990:-

That paragraph (r) of Clause 3 of the Company's Memorandum of Association be redesignated as paragraph (r)(i), and the wording set out below be inserted immediately thereafter as paragraphs (r)(ii) and (r)(iii):-

"(r)(ii) To guarantee, grant indemnities in respect of, assist financially, support or secure, by whatever means is considered appropriate, any liabilities or obligations of, or the performance of any contract by, any third party in any jurisdiction whether a body corporate or otherwise and whether or not the Company receives consideration therefor.

(r)(iii) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, to support or secure the Company's obligations or liabilities of whatsoever

nature or the obligations or liabilities, financial or otherwise (including, without limitation, the payment or repayment of any indebtedness), of any third party in any jurisdiction and whether a body corporate or otherwise, upon such terms and conditions as may be considered appropriate; and to create and issue debenture stock, negotiable instruments and any other securities of whatsoever nature or description upon such terms and conditions, including terms and conditions as to redemption, as may be considered appropriate."



.....
Chairman of Meeting

Sun Alliance and London Insurance plc

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985
Pursuant to Regulations 12 and 13 of the Insolvency Practitioners Regulations 1986

Authorised Insolvency Practitioners Certificate of Specific Penalty

*To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

*Court Reference No.

Company No. **152958**

*Full name of Company or debtor

Crown House Engineering International Ltd

Nature of Appointment

Int. Admin. Receivership

Date of Appointment

27th June 1990

Name of Surety/Cautioneer

Sun Alliance and London Insurance plc (Incorporated in England)

Address of Issuing Office
of Surety/Cautioneer

Bond No./Certificate No.

903 Y026875/087.

Bond issued by

**Willis Wrightson Ltd., Willis Wrightson House, Wood Street,
Kingston Upon Thames, Surrey KT1 1UG**

Enabling Bond
Renewal Date

29th Dec 1990

Full name of Principal
Office Holder and address

**N Hamilton Ernst & Young
1 Lambeth Palace Rd
London.**

Authorising body

Inst. of Chartered Accountants in England & Wales

We (the Surety) hereby certify that the amount of the (increased) Specific Penalty in respect of the above mentioned matter shall be in the sum of **£5,000**

(additional) Premium **£20.00**

from **27th June 1990**, date of Certificate to the earlier of discharge or release or the date of termination

Signed
(Duly Authorised Officer of the Surety)

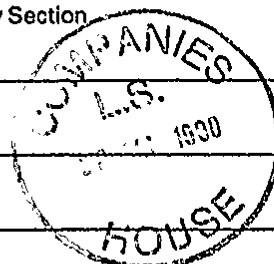
Date **31-7-90**

For Official Use

Presenter's name address and reference

Insolvency Section

Post Room



*Delete or Insert as appropriate

Note: Filing Instructions are on the back of this form.

Sun Alliance and London Insurance plc

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985
Pursuant to Regulations 12 and 13 of the Insolvency Practitioners Regulations 1986

Authorised Insolvency Practitioners Certificate of Specific Penalty

*To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

*Court Reference No.

Company No.

152958

*Full name of Company or debtor **CROWN HOUSE ENGINEERING INTERNATIONAL Limited**

Nature of Appointment **Joint Administrative Receivership**

Date of Appointment **27th June 1990**

Name of Surety/Cautioneer **Sun Alliance and London Insurance plc (Incorporated in England)**
Address of issuing Office
of Surety/Cautioneer

Bond No./Certificate No. **9034026876 / 314**

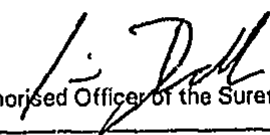
Bond issued by **Willis Wrightson Ltd., Willis Wrightson House, Wood Street,
Kingston Upon Thames, Surrey KT1 1UG**

Enabling Bond
Renewal Date **29th December 1990**

Full name of Principal **W. H. ROBERTS**
Office Holder and address **Ernst & Young
Becket House
1 Lambeth Palace Road
London SE1 7EU**

Authorising body **Institute of chartered Accountants in England and Wales.**

We (the Surety) hereby certify that the amount of the (increased) Specific Penalty in respect of the above mentioned matter shall be in the sum of £ **5,000**
(additional) Premium £ **20.00**
from **27/6/1990**, date of Certificate to the earlier of discharge or release or the date of termination

Signed 
(Duly Authorised Officer of the Surety)

Date **1-8-90**

For Official Use

Presenter's name address and reference

Insolvency Section

Post Room

*Delete or Insert as appropriate

Note: Filing instructions are on the back of this form.

The Insolvency Act 1986

Administrative
Receiver's Report

Pursuant to Section 48(1) of the
Insolvency Act 1986 and Rule
3.8(3) of the Insolvency Rules 1986



To the Registrar of Companies

For Official Use

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Company Number

152958

Name of Company

Insert full name
of company

CROWN HOUSE ENGINEERING INTERNATIONAL	Limited

I/We N J HAMILTON AND W M ROBERTSof BECKET HOUSE, 1 LAMBETH PALACE ROAD
LONDON SE1 7EU

administrative receiver(s) of the company attach a copy of my
[our] report to creditors and a copy of the statement of
affairs of the company

Signed

Date 29/10/90Presenter's name, address
and reference (if any):

Y/B/NJH/WMR/R1019
ERNST & YOUNG
BECKET HOUSE
1 LAMBETH PALACE RD
LONDON SE1 7EU

For Official Use	
Liquidation Section	Post Room
COMPANIES HOUSE	
- 7 NOV 1990	
M	68

INSOLVENCY ACT 1986


Crown House Engineering International Limited
(In Administrative Receivership)

NOTICE IS HEREBY GIVEN pursuant to Section 48(2) Insolvency Act 1986 that a Meeting of the Creditors of the above named company will be held at The Sacha's Hotel, Oldham Street, Manchester on October 25, 1990 at 2.30pm for the purposes provided for in Sections 48 and 49 of the said Act.

Creditors whose claims are wholly secured are not entitled to attend or be represented at the meeting.

A proxy form is enclosed which if required, should be completed and returned to us by the date of the meeting. In order to be entitled to vote at the meeting we must receive, no later than 12.00pm on October 24, 1990, being the business day before the meeting, details in writing of your claim.

Signed


.....
N J Hamilton and W M Roberts
Joint Administrative Receivers

Date

9th October 1990.....

PROXY (ADMINISTRATIVE RECEIVERSHIP)

(TITLE)

Notes to help completion
of the form

Crown House Engineering International Limited

Please give full name and
address for communication

Name of creditor _____

Address _____

Please insert name of
person (who must be 18 or
over) or the "chairman of
the meeting".

Name of proxy-holder

1.

2.

3.

If you wish to
provide for alternative
proxy-holders in the
circumstances that your
first choice is unable
to attend please state
the name(s) of the
alternatives as wellPlease delete words in
brackets if the proxy-
holder is only to vote
as directed ie he has
no discretion

I appoint the above person to be my/the creditor's
proxy-holder at the meeting of creditors to be held
on October 25th 1990_____, or at any adjournment
of that meeting. The proxy-holder is to propose or
vote as instructed below [and in respect of any
resolution for which no specific instruction is given,
may vote or abstain at his/her discretion]

Voting instructions for resolutions

for the appointment of _____

of _____

representing _____

as a member of the creditors' committee

This form must be
signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed
if the creditor
has not signed in person

Position with creditor or relationship to creditor
or other authority for signature

Remember: there may be resolutions on the other side
of this form

Ernst & Young

October 10, 1990

Y/B/PCW/RKA/NJH/WMR/AS/R1019

PRIVATE AND CONFIDENTIAL

TO ALL KNOWN CREDITORS

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED ("the Company")
- IN ADMINISTRATIVE RECEIVERSHIP

Chartered Accountants
Becket House
1 Lambeth Palace Road
London SE1 7EU
Telephone 071-928 2000
Telex 885234
Fax 071-928 1345
CDE & LOE Box 241

1. STATUTORY INFORMATION

We were appointed joint administrative receivers of the Company on June 27, 1990, by the National Westminster Bank PLC, as trustee for the debenture holders under a debenture dated April 26, 1990.

We have called the meeting of creditors of the Company, in accordance with section 48 of the Insolvency Act 1986, details of which are contained in the attached notice.

1.1 Incorporation

The company was incorporated as Crown House Engineering Int'l Ltd on June 6, 1979.

1.2 Registered Office

The company's registered office is at 1, King Street, Manchester, M2 6AW. The company's registered number is 152958.

1.3 Authorised and Issued Share Capital.

The company has an authorised share capital of £250,000 of which £250,000 has been issued as follows:

<u>Description</u>	<u>Nominal</u>	<u>Authorised</u>	<u>Issued and fully paid</u>
Ordinary	£1	£250,000	£250,000

The current members of the company as shown in the Register of Members are as follows:

Crown House Contractors Ltd	Ord. 249,999
Crown House Distributors Ltd	Ord. 1

The ultimate holding company is Coloroll Group plc.

1.4 Directors

The following is a list of directors who have held office during the last three years:

Name	Date of Appointment	Date of Resignation
A.M. Powell	14.04.1982	21.09.1987
R.M. Parker	(02.04.1979)	21.09.1987
G.R. Parker	01.04.1981	16.10.1987
E.M. Kilby	21.09.1987	
P.N. Green	21.09.1987	

1.5 Secretary

James Richard Russell.

2. EVENTS LEADING UP TO THE APPOINTMENT OF ADMINISTRATIVE RECEIVERS.

The group of companies of which the Company is a member and Coloroll Group PLC is the ultimate holding company ("the Group") experienced rapid expansion in the 1980s that expansion being followed by a downturn in consumer demand.

In the early part of 1990 a deteriorating financial position necessitated negotiations with the Group's bankers in order to obtain continuing support whilst steps were taken to obtain both additional equity funding and put in place banking facilities appropriate to the existing and projected financing needs. At the same time action was taken with a view to restructuring the Group's operations. In the first week of June 1990 it became evident that the equity funding needed to assure the viability of the Group, could not be achieved. The Board of Coloroll Group PLC thereupon requested its bankers to appoint administrative receivers.

The failure of Coloroll Group PLC led directly to the appointment of administrative receivers to the Company, which had granted fixed and floating charges over its assets to secure its own overdrafts and guarantees given in relation to facilities made available by the bankers to other companies in the Group.

3. OPERATIONS.

At the date of our appointment, the company was a dormant subsidiary within the Coloroll Group.

Ernst & Young

4. FINANCIAL INFORMATION.

The following information has been extracted from the Financial Statement presented by the Directors.

BALANCE SHEET

	at 31 March 1989 £'000	at 31 March 1988 £'000
Fixed Assets	6	6
Current Assets	1	1
Creditors		
Amounts due within one year	(9,605)	(9,605)
Amounts due after one year		
Net Assets/(Liabilities)	(9,598)	(9,598)
Share Capital and Reserve		
Called up share capital	250	250
Reserve	(9,845)	(9,845)
	(9,598)	(9,598)

Profit and loss account is not included as the company has not traded.

5. STATEMENT OF AFFAIRS.

We enclose as appendix 1, a summary of the statement of affairs as prepared by the directors of the company.

6. AMOUNT DUE TO DEBENTURE HOLDER BY WHOM WE WERE APPOINTED.

The amount due to the banks at the date of our appointment was £170,000,000 as shown in the letter of demand. This figure is subject to further demands and interest.

7. AMOUNTS DUE TO PREFERENTIAL CREDITORS.

There are no preferential creditors of whom we are aware.

Ernst & Young

8. UNSECURED CREDITORS.

We do not anticipate that funds will be available for unsecured creditors. Accordingly, we attach a certificate of insolvency for the purpose of section 22 (3) (b) Value Added Tax Act 1983 which may enable unsecured creditors to obtain Value Added Tax bad debt relief in respect of their claims against the company.

Yours faithfully



N J Hamilton and W M Roberts
Joint Administrative Receivers

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

SUMMARY OF STATEMENT OF AFFAIRS

Estimated to Realise
£Summary of Assets

Assets specifically pledged

Assets not specifically pledged

Summary of Liabilities

Preferential creditors

Estimated deficiency as regards
preferential creditors:Debts secured by a floating charge:-
Due to National Westminster Bank plc
and other banks

(170,000,000)

Estimated deficiency of assets
available for non-preferential
creditors

(170,000,000)

Non-preferential claims:-

Amount due to Coloroll Limited

(8,704,000)

Estimated deficiency as
regards creditors

(178,704,000)

Issued and called up capital:-

250,000 ordinary shares of £1 each

(250,000)

Estimated total deficiency
as regards members

(178,954,000)

Ernst & Young

October 8 1990
Y/B/PCW/RKA/NJH/WMR/AS/R1019

Crown House Engineering International Limited

Chartered Accountants
Beckel House
1 Lambeth Palace Road
London SE1 7EU
Telephone 071 928 2000
Telex 885234
Fax 071-928 1345
CDE & LDE Box 241

Dear Sirs

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED ("The Company")
(IN ADMINISTRATIVE RECEIVERSHIP)

On October 8 1990, I issued a certificate of insolvency for the purposes of Section 22(3)(b) VAT Act 1983 to the effect that, in my opinion, if it went into liquidation the assets of the company would be insufficient to cover the payment of any dividend in respect of debts which are neither preferential nor secured.

Creditors who are registered with H M Customs & Excise for VAT purposes and whose claims against the company include any sums charged for VAT should now be able to claim VAT bad debt relief. You are not entitled to a copy of the certificate but this letter is the document giving notice of the issue of the certificate and should be retained with your VAT records.

Yours faithfully



N J Hamilton and W M Roberts
Joint Administrative Receivers

Rule 3.4

Form 3.2

Statement of Affairs

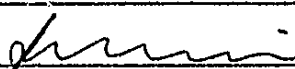
Statement as to affairs of Crown House Engineering International LimitedOn the 27th June 1990 the date of the Administrative Receiver's Appointment

Affidavit

This affidavit must be sworn or affirmed before a Solicitor or Commissioner of Oaths when you have completed the rest of this form.

I ERIC MELVYN KILBYof THE COACH HOUSE, PARKFIELD ROAD SOUTH, DIDSBURY, MANCHESTER, M20 0DA

Swear/affirm that the several pages attached marked CHEI are to the best of my knowledge and belief a full, true and complete statement as the affairs of the above named company as at 27 June 1990 the date of the appointment of the administrative receiver and that the said company ~~was a dormant subsidiary within the Coloroll group.~~

Sworn/affirmed at NELSONDate 6. 8. 90Signatures Before me 

A Solicitor or Commissioner of Oaths.

The Solicitor or Commissioner is particularly requested, before swearing/affirming the affidavit, to make sure that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will mean that it is refused by the court, and will necessitate its being re-sworn/re-affirmed.

A—Summary of Assets

[illegible]

Constantin

Angus

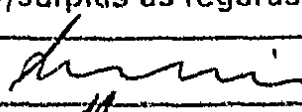
Data

6 3. 90

A1-Summary of Liabilities

	Estimated to realise £
Estimated total assets available for preferential creditors (carried from page A)	£
Liabilities	
Preferential creditors:—	£
Estimated deficiency/surplus as regards preferential creditors	£
Debts secured by a floating charge:—	£
Deficiency as regards National Westminster Bank PLC and other banks	(170,000,000) (170,000,000)
Estimated deficiency/surplus of assets available for non-preferential creditors	£ (170,000,000)
Non preferential claims:—	
Amount due to Coloroll Limited	(8,704,000) (8,704,000)
Estimated deficiency/surplus as regards creditors	£ (178,704,000)
Issued and called up capital:—	£
250,000 ordinary shares of £1 each	(250,000) (250,000)
Estimated total deficiency/surplus as regards members	£ (178,954,000)

Signature



Date

6.3.74

Note You must identify creditors under hire-purchase, conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession.

[illegible]Date 6-3-72

Crown House Engineering International Limited
AFFIDAVIT OF CONCURRENCE IN ACCORDANCE WITH
RULE 3.4 OF THE INSOLVENCY RULES 1986

I Philip N Green MAKE OATH and say as follows:

1. Between 21 September 1987 and *20th August 1990* I was a Director of Crown House Engineering International Limited. I have read a copy of the Statement of Affairs dated 6 August 1990 verified by the affidavit sworn by Eric Melvyn Kilby on 6 August 1990.
2. I confirm that the statements contained in the affidavit and Statement of Affairs are correct.

Sworn at *King Street*
Manchester

on *20th August*

1990

Before me *A. B. Winterhmm*

~~SOLICITOR/COMMISSIONER FOR OATHS~~

M

Form 3.6

Rule 3.32 The Insolvency Act 1986
Receiver or Manager or
Administrative Receiver's
Abstract of Receipts and
Payments

S.38/R

Pursuant to section 38 of the Insolvency Act 1986
Rule 3.32(1) of the Insolvency Rules 1986

For official use

--	--	--

To the Registrar of Companies,
*Admin've *To the Company
Rec'p only

Company Number

*To the members of the creditors' committee

152958

*To the appointor of administrative receiver
Name of Company

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

I/We NIGEL JAMES HAMILTON
of BECKET HOUSE
1 LAMBETH PALACE ROAD
LONDON, SE1 7EU

WILLIAM MORYS ROBERTS
BECKET HOUSE
1 LAMBETH PALACE ROAD
LONDON, SE1 7EU

appointed JOINT ADMINISTRATIVE RECEIVERS of the company c.i

27/06/90

present overleaf my/our abstract of receipts and payments for the period
from

27/06/90

to

26/06/91

Number of continuation sheets attached

1

Signed

Date

Ernst & Young
BECKET HOUSE
LONDON, SE1 7EU
LONDON, SE1 7EU

Ref: NJH/RKA/PCW/R1019\9/48

For Official Use
Insolvency

Post Room

COMPANIES HOUSE

6 SEP 1991

M

9

Abstract

Receipts		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Output Tax	0	00
Carried forward to next Abstract	NIL	
Payments		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Input Tax	0	00
Carried forward to next Abstract	NIL	

M

Rule 3.32 The Insolvency Act 1986
Receiver or Manager or
Administrative Receiver's
Abstract of Receipts and
Payments

S.38/R

Pursuant to section 38 of the Insolvency Act 1986
Rule 3.32(1) of the Insolvency Rules 1986

For official use

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To the Registrar of Companies,
*Admin've *To the Company
Rec'p only

Company Number

*To the members of the creditors' committee

152958

*To the appointor of administrative receiver
Name of Company

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

I/We NIGEL JAMES HAMILTON
of BECKET HOUSE

WILLIAM MORYS ROBERTSBECKET HOUSE1 LAMBETH PALACE ROAD1 LAMBETH PALACE ROADLONDON, SE1 7EULONDON, SE1 7EU

appointed JOINT ADMINISTRATIVE RECEIVERS of the company on

27/06/90

present overleaf my/our abstract of receipts and payments for the period
from

27/06/91

to

26/06/92

Number of continuation sheets attached

1

Signed

Date

29/7/92

Ernst & YoungBECKET HOUSE1 LAMBETH PALACE ROADLONDON, SE1 7EU

Ref: NJH/RKA/PCW/R1019\9/48

For Official Use
Insolvency Post Room

Abstract

Receipts		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Output Tax	0	00
Carried forward to next Abstract	NIL	
Payments		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Input Tax	0	00
Carried forward to next Abstract	NIL	

M

Form 3.6

Rule 3.32 The Insolvency Act 1986
Receiver or Manager or
Administrative Receiver's
Abstract of Receipts and
Payments

Pursuant to section 38 of the Insolvency Act 1986
Rule 3.32(1) of the Insolvency Rules 1986

S.38/R

For official use

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To the Registrar of Companies,

*Admin've *To the Company

Rec'p only

Company Number

*To the members of the creditors' committee

152958

*To the appointor of administrative receiver
Name of Company

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

I/We NIGEL JAMES HAMILTON

WILLIAM MORYS ROBERTS

of BECKET HOUSE

BECKET HOUSE

1 LAMBETH PALACE ROAD

1 LAMBETH PALACE ROAD

LONDON, SE1 7EU

LONDON, SE1 7EU

appointed JOINT ADMINISTRATIVE RECEIVERS of the company on

27/06/90

present overleaf my/our abstract of receipts and payments for the period
from

27/06/92

to

26/06/93

Number of continuation sheets attached

1

Signed

[Signature]

Date

28/6/93

Ernst & Young

BECKET HOUSE

1 LAMBETH PALACE ROAD

LONDON, SE1 7EU

Ref: NJH/RKA/PCW/R1019\9/48

For Official Use
Insolvency Post Room



Abstract

Receipts		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Output Tax	0	00
Carried forward to next Abstract	NIL	
Payments		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Input Tax	0	00
Carried forward to next Abstract	NIL	

M

Form 3.6

Rule 3.32 The Insolvency Act 1986
Receiver or Manager or
Administrative Receiver's
Abstract of Receipts and
Payments

S.38/R

Pursuant to section 38 of the Insolvency Act 1986
Rule 3.32(1) of the Insolvency Rules 1986

For official use

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To the Registrar of Companies,
*Admin've *To the Company
Rec'p only

Company Number

*To the members of the creditors' committee

152958

*To the appointor of administrative receiver
Name of Company

CROWN HOUSE ENGINEERING INTERNATIONAL LIMITED

I/We	<u>NIGEL JAMES HAMILTON</u>	<u>WILLIAM MORYS ROBERTS</u>
of	<u>BECKET HOUSE</u>	<u>BECKET HOUSE</u>
	<u>1 LAMBETH PALACE ROAD</u>	<u>1 LAMBETH PALACE ROAD</u>
	<u>LONDON, SE1 7EU</u>	<u>LONDON, SE1 7EU</u>

appointed JOINT ADMINISTRATIVE RECEIVERS of the company on

27/06/90

present overleaf my/our abstract of receipts and payments for the period
from

27/06/93

to

26/06/94

Number of continuation sheets attached

1

Signed

Nigel Hamilton

Date

11/8/94

Ernst & Young
BECKET HOUSE
1 LAMBETH PALACE ROAD
LONDON, SE1 7EU

For Official Use
Insolvency | Post Room

Ref: NJH/RKA/PCW/R1019\9/48



Abstract

Receipts		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Output Tax	0	00
Carried forward to next Abstract	NIL	
Payments		
Brought forward from previous Abstract (if any)	£	p
	NIL	
VAT Input Tax	0	00
Carried forward to next Abstract	NIL	