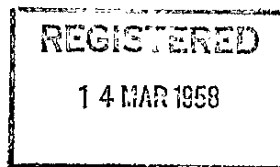


Number of
Company

600493

Form No. 41.

THE COMPANIES ACT 1948.



A 6s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

BOGOD MACHINE COMPANY

LIMITED.

by

D.B. LEVINSON,

15 Whitehall,

London, S.W.1.

The Solicitors' Law Stationery Society, Limited
1 Chancery Lane, W.C.2; 3 BueLersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, DAVID BERTRAM LEVINSON

of 15 Whitehall in the County of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"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) a Solicitor,

of the Supreme Court engaged in the formation

of Bogod Machine Company

Limited,

And that all the requirements of the Companies Act, 1948, 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 15 Whitehall
in the County of London
the 5th day of March
one thousand nine hundred and fifty-
eight.

[Signature]

Before me,

[Signature]
JOHN NEWTON

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

Number of
Company }

600493

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

BOGOD MACHINE COMPANY

REGISTERED

14 MAR 1953

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

D.B. LEVINSON & Co.,

15 Whitehall,

London, S.W.1.

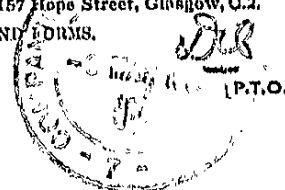
THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

10331.115-65

Companies 6



66870

THE NOMINAL CAPITAL

OF

BOGOD MACHINE COMPANY

Limited,

is £ 10,000, divided into:

10,000 Ordinary Shares of £1 each

Shares of each

*Signature

A. Hastings

Description

Secretary

(pro tem)

Dated the 5th day of March 1958

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

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

600493

3

(P)



The Companies Act, 1948



COMPANY LIMITED BY SHARES

REGISTERED

14 MAR 1950

Memorandum of Association

OF

BOGOD MACHINE COMPANY LIMITED

1. The name of the Company is "BOGOD MACHINE COMPANY 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 business of dealers in and merchants, importers and exporters and manufacturers of sewing machines of all kinds and of machines used in the textile trades including hemstitching machines, button-holing machines, embroidering machines and all other machines to be found in use in the textiles trades and in the boot, shoe and leather trade.
- (B) To carry on business of dealers in and merchants, importers and exporters of sewing machine parts and machine parts for all the machines dealt in as hereinbefore mentioned, machine needles, machine beltings of all kinds, tools, engineers' sundries and accessories, oils, grease, soaps, ropes, and the like.
- (C) To carry on business as mechanical engineers and contractors, toolmakers, machinists, woodworkers, smiths, metal workers and engineers, and to deal in machinery of all kinds, and hardware and tools of all kinds.

40721

4655

12/7

- (D) To carry on business as hirers of machinery, plant, equipment of all kinds, and to let the same on hire and to sell the same and all or any of the goods described in the preceding paragraphs on hire-purchase terms, and to finance, deal in and discount hire-purchase agreements relating to all classes of goods.
- (E) To carry on all or any other businesses which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value thereof, or render profitable any of the Company's property or rights, provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Assurance Companies Act, 1909, or any Act amending, extending or re-enacting the same.
- (F) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or to grant licences in respect of or otherwise turn to account the property and rights so acquired.
- (G) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or

company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit this Company ; to take, or otherwise acquire, and hold shares in 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.

- (J) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (K) To sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares, partly or fully paid up, debentures, debenture stock, or securities of any other company, whether actually incorporated and existing, or proposed to be formed or promoted by the purchaser or otherwise.
- (L) To promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (M) To raise or borrow or secure the payment of money for the purposes of the Company, upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital, and to grant mortgages and charges secured on all or any of the Company's properties and/or assets.
- (N) To make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effectuating or carrying out any matter or transaction within the powers of the Company, or which may be incidental thereto, or connected therewith, and to draw,

accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities.

- (o) To pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (p) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (q) To lend money to such persons, firms, companies, corporations or societies and on such terms as may seem expedient, and to discount and cash bills of exchange, promissory notes, cheques, post-dated or otherwise, bonds, and all other forms of negotiable instruments.
- (r) To give any guarantee or indemnity for and on behalf of any person, firm or company.
- (s) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (t) To distribute by way of dividend or otherwise any of the property of the Company in specie.
- (u) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (v) To procure the Company to be registered or recognised, and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place.
- (w) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, or by the publication of books and periodicals, and by granting prizes, rewards and donations.

- (x) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and organisations calculated to benefit the employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
- (y) 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 £10,000, divided into 10,000 Ordinary Shares of £1 each.

6. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such shares any preferences, rights, privileges or priorities in payment of dividends or distribution of assets, or otherwise over any other shares, or to subject the same to any restrictions, limitations or conditions, and to vary the regulations of the Company as far as necessary to give effect to the same, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

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
<i>Michael A. Borjoh</i> BOFOD <i>White Gables</i> <i>Ty Agwyn Road</i> <i>Carroll Company Director</i>	one
<i>Mr. L. Borjoh</i> BOFOD <i>22 Elm Court</i> <i>Elm Avenue</i> <i>London. NW3.</i> <i>Company Director</i>	one

Dated this 4 day of March, 1958.

Witness to the above Signatures—

[Signature]

15 Whitehall,
London, S.W.1,
Solicitor.

600493

4



The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

BOGOD MACHINE COMPANY LIMITED

REGISTERED

14 MAR 1958

PRELIMINARY.

1. Subject as hereinafter provided the regulations being Part I of Table A in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. The Company shall be a Private Company pursuant to the Companies Act, 1948, and for this purpose the number of the members of the Company (exclusive of the 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 be limited to fifty.

3. The Company shall not issue to the public any invitation to subscribe for any shares or debentures of the Company.

SHARES AND CERTIFICATES.

4. The shares shall be under the control of the Directors, who may allot and dispose of the same to such persons on such terms and in such manner as they think fit. Shares may be issued at par or at a premium and subject to the provisions of the Companies Act, 1948, shares may be issued at a discount.

5. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls, and such calls may be payable by instalments.

6. The Company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not, except as ordered by a court of competent jurisdiction, be under any obligation to recognise any trust or equity or equitable claim to or interest in such shares on the part of any other person, whether or not it shall have express or any other notice thereof.

TRANSFER OF SHARES.

7. (A) No share shall, save as provided by clause (H) of this Article, be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value provided that a member shall be entitled to transfer his shares to his wife, children, any of the Directors named in these Articles and the children of such Directors, or any other person or persons approved by the Directors.

(B) In order to ascertain whether any member or person selected as aforesaid is willing to purchase a share, the proposing transferor shall give notice in writing (hereinafter called "the transfer notice"), to 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 Company his agent for the sale of the share to any member of the Company or person selected as aforesaid 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 these Articles. The transfer notice may include several shares. The transfer notice shall not be revocable except with the sanction of the Directors provided that the vendor shall have the right to revoke the notice if the same includes more than one share unless all the shares so offered by him shall be purchased.

(C) If the Company shall within the space of twenty-eight days after being served with such notice find a member or person willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the share to the purchasing member.

(D) In case any difference arises between the proposing transferor and the purchasing member 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, and the fair value so certified by the Auditors shall be final and binding upon the parties.

(E) 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 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 proposing transferor. The receipt of the Company 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 by any person.

(F) If the Company shall not within the space of twenty-eight days after being served with a transfer notice find a 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 clauses (A) and (I) of this Article to sell and transfer the shares or those not placed to any person and at any price.

(G) The Company in General Meeting may make and from time to time vary rules as to the mode in which any share specified in any notice served on the Company pursuant to clause (B) of this Article shall be offered to the members and as to their rights in regard to the purchase thereof and in particular may give any member or class of members a preferential right to purchase the same.

(H) Any share of a deceased member may be transferred by his executors or administrators to any of the Directors named in these Articles, their issue or the widow of the deceased member and clause (A) of this Article shall not apply to any transfer authorised by this clause.

(I) The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share, (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person, (c) where the Directors are of an opinion that the proposed transferee is not a desirable person to admit to membership, but notice of such refusal to register shall be sent to the transferee in accordance with the provisions of the Companies Act, 1948. But paragraphs (b) and (c) of this clause shall not apply where the proposed transferee is already a member, nor to a transfer made pursuant to clause (H) of this Article.

BORROWING POWERS.

8. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and they may secure the repayment thereof in such manner and upon such terms and conditions as they may think fit, and in particular by the issue of debentures or debenture stock of the Company charged on all or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Clause 79 of Table A shall not apply.

VOTES OF MEMBERS.

9. An instrument appointing a proxy may appoint several persons in the alternative, and clause 71 of Table A shall be modified accordingly.

10. Three members personally present at a General Meeting of the Company shall be a quorum.

DIRECTORS.

11. The first Directors shall be Mortimer Stuart Bogod, Cyril Bogod, Michael Alan Bogod and Peter John Bogod, and they shall be permanent Directors, and the said permanent Directors shall have power to appoint additional ordinary Directors and to dismiss them.

12. The Directors shall not be less than two nor more than seven.

13. The Directors shall be paid their reasonable travelling and hotel and other expenses incurred in connection with the business.

14. (A) 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.

(B) A quorum of Directors shall be three personally present.

15. (A) A Director may act without holding any shares.

(B) Clauses 89 to 93 of Table A shall not apply to permanent Directors.

(C) The Chairman shall not have a casting vote and clause 98 in this respect shall not apply to this Company.

(D) In the event of deadlock being reached by the Directors on any question the same shall be referred to an arbitrator to be agreed upon by the Board and the decision of such arbitrator shall be final and binding upon the Directors.

DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated :—

- (A) If he cease to be a Director by virtue of section 182 or 185 of the Companies Act, 1948.
- (B) If he become prohibited from being a Director by reason of any order made under section 188 of the Companies Act, 1948.
- (C) If he become bankrupt or insolvent or compound with his creditors.
- (D) If he become of unsound mind or be found a lunatic.
- (E) If he be convicted of an indictable offence and the other Directors resolve that in their opinion such offence involved fraud or dishonesty on his part.
- (F) If he gives the Directors one month's notice in writing that he resigns his office.
- (G) The office of an ordinary Director may be terminated by the permanent Directors.

Clause 88 of Table A shall not apply.

17. 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 in accordance with the provisions of the Companies Act, 1948.

18. A Director may hold any other office or place of profit in the Company, except that of Auditor, in conjunction with his directorship and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

WINDING UP.

19. 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.

INDEMNITY.

20. Subject to the provisions of the Companies Act, 1948, every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

DISTRIBUTION IN SPECIE.

21. Any General Meeting declaring a dividend may resolve that such dividend be paid 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 or any other company, or in any one or more of such ways.

CAPITALISATION.

22. Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they have been entitled thereto as capital, and that all or any of such capitalised fund be applied on behalf of such shareholders in paying up in full any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

CAPITAL RESERVE ACCOUNT.

23. The Directors shall have power to sell all or any part of the assets of the Company, either for the purpose of preventing any loss accruing or for the purpose of increasing the revenue earning capacity

of the Company. Any profit realised on such sale as aforesaid shall be placed to a capital reserve account and shall be treated as capital and shall not be available for revenue or for revenue purposes and any losses suffered on such realisation as aforesaid shall also be carried to such capital reserve account and shall be debited to such account and placed against any capital profits standing in such account.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael A. Benge
White Gables
17 Gwyn Road
Chesham

Company Director.

Mr. J. B. B. B. B.
22 Eton Court
Eton Avenue
London. N.W.3.

Company Director.

Dated this *4th* day of *March*, 1958.

Witness to the above Signatures—

[Signature]
 15 Whitehall,
 London, S.W.1,
 Solicitor.

DUPLICATE FOR THE FILE

No. 600493



Certificate of Incorporation

I Hereby Certify That

BOGOD MACHINE COMPANY LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Fourteenth day of
March One Thousand Nine Hundred and Fifty eight.

ASSISTANT Registrar of Companies

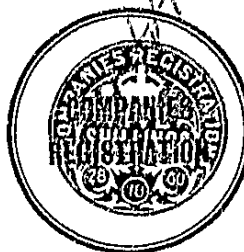
Certificate
received by

}

Post

Date 14/3/58

THE COMPANIES ACT 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

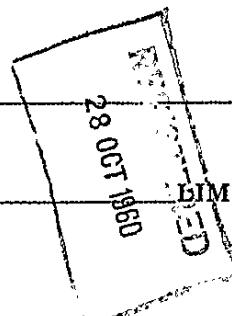
Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
Company

BOGOD MACHINE COMPANY

LIMITED



Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by Messrs. Silver, Altman & Co. (P17)

Napier House,

24-27 High Holborn, W.C.1.



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

Companies 4b

F4093,14-5-56

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

To the REGISTRAR OF COMPANIES.

BOGOD MACHINE COMPANY 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 C/O Messrs. Silver, Altman & Co., Napier House,
24-27 High Holborn, London, W. C. 1.

Signature

(State whether
Director or Secretary)

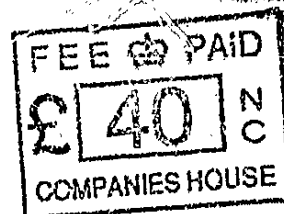
DIRECTOR

Dated the 26th day of October 1960.

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

Company No. 600493

CON 19582



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BOGOD MACHINE COMPANY LIMITED.

(Passed on the 15th day of March 1989)

At an EXTRAORDINARY GENERAL MEETING of the members of the
above-named company duly convened and held at 360 Newport Road,
Cardiff. CF3 7YN on the 15th day of March 1989
the following resolution was passed as a Special Resolution

R E S O L U T I O N

THAT with effect from April 1st. 1989 and with the consent of the Department
of Trade and Industry the name of the Company be changed to
BOGOD & COMPANY LIMITED.

CHAIRMAN

DIRECTOR



W01E80121
C17666

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 600493

I hereby certify that

BOGOD MACHINE COMPANY LIMITED

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

BOGOD & COMPANY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 APRIL 1989


B.M. JONES

an authorised officer