

J.S. 3.

of
any

664812

Form No. 41

"The Companies Act, 1948."



Declaration of compliance with the requirements of The
Companies Act, 1948, on application for registration of a company.

Pursuant to Section 15 (2)

Name of
Company

COOPER ELECTROHEAT

Limited.

8043

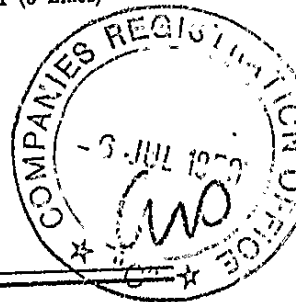
Telegrams: "WOODROW, LIVERPOOL."

Telephone: CENTral 3631 (5 Lines)

H. T. WOODROW & CO. LTD.

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

COOK STREET, LIVERPOOL, 2



Presented by

Arthur Price Esq

3 Liverpool Road

Birkdale, LANCs. LIVERPOOL 2

PRESENTED FOR FILING BY:-

H. T. WOODROW & CO. LTD.

COMPANY REGISTRATION AGENTS

AND LITIGATION AGENTS

100, ACCURANCE HOUSE

100, ACCURANCE HOUSE

Section 15 of The Companies Act, 1948

(15)—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered, and duly registered under this Act.

(2) A Statutory declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a declaration as sufficient evidence of compliance.

I, PETER JAMES COOPER
of 29 PARK CRESCENT, SOUTHPORT IN THE COUNTY
OF LANCASTER

* 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 Associ-
ation as a Director
or Secretary."

Do solemnly and sincerely declare that I am* A PERSON NAMED

IN THE ARTICLES OF ASSOCIATION AS A DIRECTOR

9

of COOPER ELECTROHEAT

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 Southport
in the County of Lancaster

the 30th day of June
one thousand nine hundred and forty six
before me,

Dubrey Waldon

P. J. Cooper

J.S. 10.

Number of
Certificate }

664812

THE COMPANIES ACT, 1948



THE STAMP ACT, 1891

(54 AND 55 VICT. CH. 39)

AND FINANCE ACTS, 1896 & 1933

COMPANY LIMITED BY SHARES

Statement of Nominal Capital

OF

COOPER ELECTROHEAT

Limited.

Pursuant to Section 112 of The Stamp Act, 1891
Section 12 Finance Act, 1896, and Section 41 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 a Memorandum of Association, or
other Documents, when a Company is registered.

Telegrams: "WOODROW, LIVERPOOL."

Telephone: CENTRAL 3831 (5 Lines).

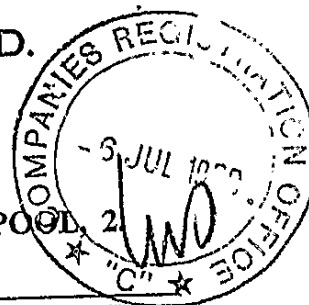
H. T. WOODROW & CO. LTD.

Printers, Bookbinders, Stationers,

Law and Company Registration Agents.

PEARL ASSURANCE HOUSE, CASTLE STREET, LIVERPOOL.

Retail Shop: COOK STREET, LIVERPOOL, 2.



Presented by

Arthur Pennington

3 Liverpool Road

Brenda

PRESENTED FOR FILING BY:-
H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS
& LEGAL STATIONERS
PEARL ASSURANCE HOUSE
55 CASTLE STREET, LIVERPOOL

THE NOMINAL CAPITAL

OF

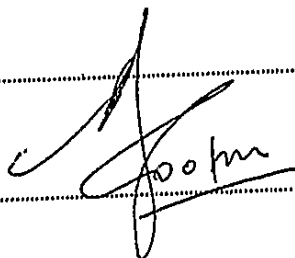
COOPER ELECTROHEAT Limited,

is FIVE THOUSAND Pounds,

(£ 5000 - 0 - 0) divided into FIVE THOUSAND

ORDINARY SHARES OF ONE POUND EACH
(£1)

Signature.....



*

DIRECTOR

Dated the THIRTIETH day of

JUNE

1960

*State whether Director or Secretary.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Cooper Electroheat Limited.

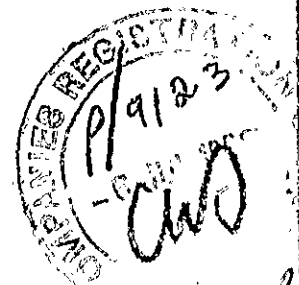
1. The name of the Company is "COOPER ELECTROHEAT LIMITED."

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

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

(a) To acquire and take over as a going concern, upon such terms as the Directors may determine, the business of Electroheat Specialists now carried on by Peter James Cooper at 29 Park Crescent, Southport in the County of Lancaster together with all or any of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto.

(b) To carry on business as preheat and stress relieving specialists, electrical engineers, consultants, manufacturers of and contractors in electrical heating equipment, electrical equipment for industry and accessories of every kind and as manufacturers of and wholesale and retail dealers in television sets, electrical components, fittings, apparatus, accessories of every kind, and as letters out on hire, or rental or credit terms of electrical and mechanical equipment and machinery or any other goods in which the Company is empowered to deal.



PRESENTED FOR FILING
H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS
& LEGAL STATIONERS
PEARL ASSURANCE HOUSE
55 CASTLE STREET, LIVERPOOL 2

- (c) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) 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, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, 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.
- (e) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, 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.
- (f) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, trade marks, designs, 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.
- (g) 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 partnership or 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, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, 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.
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons, firms or companies 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, firms or companies.
- (k) 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.
- (l) 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.
- (m) 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.
- (n) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person 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.

- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (p) 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.
- (q) To remunerate any person, firm or company rendering services to this Company, either 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 as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation 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.
- (s) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of 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.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any dominion or dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £5,000, divided into 5,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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>Peter James Cooper, 29, Park Crescent, Southport, Lancs. Chartered Electrical Engineer.</p> <p>Muriel Cooper, 29, Park Crescent, Southport, Lancs. Secretary.</p>	<p>One.</p> <p>One.</p>

Dated the 29th day of June 1960

Witness to the above signatures—

Robert Graham Miller
3 Liverpool Road
Birkenhead Southport.

Chartered Accountant.

664812

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Cooper Electroheat Limited.

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 and 77 shall not apply to this Company; and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

PRIVATE COMPANY.

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

SHARE CAPITAL AND SHARES.

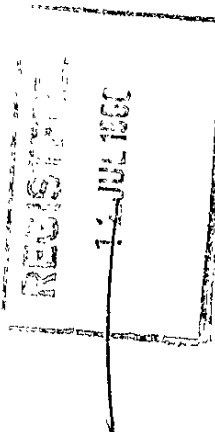
3. The original Share Capital of the Company is £5,000, divided into 5,000 shares of £1 each.

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.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (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.



PRINTED FOR THE DIRECTOR
H. T. & CO. LTD.
SPECIALIST IN REGISTRATION AGENTS
LEGAL DOCUMENTS
20, BROADWAY, LONDON, E.C.4

7. 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.

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

9. The first Directors of the Company shall be Peter James Cooper and Muriel Cooper. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as they shall live unless they shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. The qualification of every Director shall be the holding of shares of the Company to the nominal value of not less than £1. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

BORROWING POWERS.

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.

WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Peter James Cooper,
29, Park Crescent,
Southport, Lancs.

Chartered Electrical Engineer.

Manuel Cooper,
29, Park Crescent,
Southport, Lancs.
Secretary.

Dated the 29th day of June 1960

Witness to the above signatures—

Robert Graham Miller

3 Liverpool Road.

Beckwith, Southport

Chartered Accountant

DUPLICATE FOR THE FILE

No. 664812



Certificate of Incorporation

I Hereby Certify, that

COOPER ELECTROHEAT LIMITED

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

Given under my hand at London this **Twelfth** day of

July One Thousand Nine Hundred and **Sixty.**

A. J. [Signature]
ASSISTANT Registrar of Companies.

Certificate
received by }

Date

FEE £5



No. of Company 664812



THE COMPANIES ACTS 1948 TO 1967

APPLICATION BY A LIMITED COMPANY TO BE RE-REGISTERED AS UNLIMITED

Pursuant to Section 43 of the Companies Act 1967

Name of Company ... COOPER ELECTROHEAT Limited

Registered Office... 164 LORD STREET, SOUTHPORT

1. Application is hereby made for the above-named company to be re-registered as unlimited.

2. A printed copy of the company's memorandum altered, as shown in this application*, to a form requisite for an unlimited company is attached.

3. ~~/~~ [A printed copy of the company's articles altered, as shown in this application*, to a form requisite for an unlimited company is attached.]

or

~~/~~ [The company not having previously registered articles hereby requests registration of the attached printed articles.]

4. Signed assents by all members of the company are given on Form(s) No. R2 attached.

5. A statutory declaration made by the directors of the company complying with Section 43(3)(b) is attached

6. Nominal share capital (if any) provided for by the articles as altered £ 5000

7. Maximum (if any) number of members allowed by the articles as altered ... Two ...

Signed 

State whether Director or Secretary ... SECRETARY

Date ... 5th JANUARY 1968

* Alterations in the memorandum and articles should be set out overleaf

/ Delete words which are not applicable

Presented by:

PEARCE WYATT & CO.
 87 CHANCERY LANE
 LONDON EC2A 3DU

Alterations in the memorandum:

- First - the name of the Company is "Cooper Electroheat"
- Second - delete Clause 4 of the existing ~~Memorandum~~ ~~XXXXXX~~ i.e.
"the liability of the Members is Limited"
- Third - delete Clause 5 of the existing Memorandum

Alterations in the articles:

- First - insert "the number of Members with which the Company proposes to be registered is two" but the Directors may from time to time register an increase.
- Second - delete the existing Clause 4 of the Articles and insert "the regulations of Table A Part I set out in the First Schedule to the Companies Act 1948 (other than regulations 24, 40 to 46, 53, 75 and 77) shall be deemed to be incorporated with these Articles and shall apply to the Company".

CP13201

Form No. R2

NO FEE PAYABLE

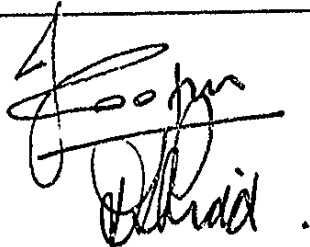
No. of Company 664812

THE COMPANIES ACTS 1948 TO 1967

MEMBERS' ASSENT TO COMPANY BEING RE-REGISTERED AS UNLIMITED

Name of Company COOPER ELECTROHEAT Limited

~~By being a member of~~
We, being members of the above-named company hereby assent to the company being re-registered as unlimited

Full name of Member	Address	Signature of Member (or person lawfully authorised to sign on his behalf)
PETER JAMES COOPER	164 Lord Street, Southport.	
DEREK ROBERT TYLDESLEY KIDD	164 Lord Street, Southport.	

Margin one inch for binding

23 JAN 1968

No. of Company 664812

THE COMPANIES ACTS 1948 TO 1967

DECLARATION BY DIRECTORS AS TO MEMBERS' ASSENT TO RE-REGISTRATION
OF A COMPANY AS UNLIMITED

Pursuant to Section 43(3)(b) of the Companies Act 1967

Name of Company COOPER ELECTROHEAT Limited

I/WE PETER JAMES COOPER
of 164 LORD STREET, SOUTHPORT, LANCS.

and DEREK ROBERT TYLDESLEY KIDD
of 164 LORD STREET, SOUTHPORT, LANCS.

and
of

being all the directors of the above-named company do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form No. R2, to the company being registered as unlimited, constitute the whole membership of the company and that where any of these persons has not himself subscribed to the assent, I/we have taken all reasonable steps to satisfy myself/ourselves that each person who subscribed it on behalf of a member was lawfully empowered so to do.

And I/we 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 SOUTHPORT

..... Lancashire

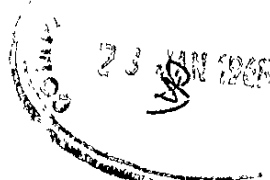
the 5th day of January

one thousand nine hundred and SIXTY EIGHT

before me A. M. Stevenson

A Commissioner
for Oaths.

A Commissioner for Oaths (or Notary Public
or Justice of the Peace)



MADE IN GREAT BRITAIN

No. 664812

THE COMPANIES ACT, 1948 to 1967

UNLIMITED COMPANY HAVING
A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

COOPER ELECTROHEAT

Incorporated the 12th day of July 1960

664812/20

[Signature]
THE COMPANIES ACTS, 1948 TO 1967.

Director.

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association

OF

COOPER ELECTROHEAT

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 - (b) To carry on business as preheat and stress relieving specialists, electrical engineers, consultants, manufacturers of and contractors in electrical heating equipment, electrical equipment for industry and accessories of every kind and as manufacturers of and whole-sale and retail dealers in television sets, electrical components, fittings, apparatus, accessories of every kind, and as letters out on hire, or rental or credit terms of electrical and mechanical equipment and machinery or any other goods in which the Company is empowered to deal.
 - (c) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (d) 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, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, 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.

- (e) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, 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.
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- (g) 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 partnership or 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, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

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- (m) 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.
- (n) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person 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.

- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (p) 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.
- (q) To remunerate any person, firm or company rendering services to this Company, either 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 as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation 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.
- (s) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the

business or property and undertaking any of the liabilities of 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.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any dominion or dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

W E, 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
PETER JAMES COOPER, 29 Park Crescent, Southport, Lancashire, Chartered Electrical Engineer.	One
MURIEL COOPER, 29 Park Crescent, Southport, Lancashire, Secretary.	One

DATED the 29th day of June 1960.

WITNESS to the above signatures :-

ROBERT GRAHAM MILLER,
3 Liverpool Road,
Birkdale,
Southport,

Chartered Accountant.

664812/21

THE COMPANIES ACTS, 1948 TO 1967.

UNLIMITED COMPANY HAVING A SHARE CAPITAL.

Articles of Association OF

COOPER ELECTROHEAT

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, 40 to 46, 53, 75 and 77 shall not apply to this Company; and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

PRIVATE COMPANY

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

MEMBERS

3. The number of Members with which the Company proposes to be registered is two but the Directors may from time to time register an increase.

SHARE CAPITAL AND SHARES

4. The original Share Capital of the Company is £5,000, divided into 5,000 shares of £1 each.

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.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (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.

7. 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

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

9. The first Directors of the Company shall be PETER JAMES COOPER and MURIEL COOPER. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as they shall live unless they shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. The qualification of every Director shall be the holding of shares of the Company to the nominal value of not less than £1. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

BORROWING POWERS

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.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PETER JAMES COOPER,
29 Park Crescent,
Southport,
Lancashire,

Chartered Electrical Engineer.

MURIEL COOPER,
29 Park Crescent,
Southport,
Lancashire,

Secretary.

DATED the 29th day of June 1960.

WITNESS to the above signatures :-

ROBERT GRAHAM MILLER,
3 Liverpool Road,
Birkdale,
Southport,

Chartered Accountant

THE COMPANIES ACT, 1948 to 1967

UNLIMITED COMPANY HAVING
A SHARE CAPITAL

Memorandum

— AND —

Articles of Association

— OF —

COOPER ELECTROHEAT

Incorporated 12th July 1950



CERTIFICATE OF INCORPORATION
RE-REGISTRATION AS AN UNLIMITED COMPANY

No. 664812

/22

I hereby certify that

COOPER ELECTROHEAT

formerly registered as limited, has this day been re-registered under the Companies Acts 1948 to 1967 as unlimited.

dated at London the **25TH JANUARY, 1968.**

*Received
Rebecca W. G. H.
30/1/68*

J. H. Davies

Registrar of Companies

C.170

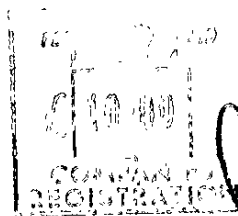
Q

Company No. 664812

23



COOPER ELECTROHEAT



22074

At an Extraordinary Annual General Meeting of the above named Company duly convened and held at 164 Lord Street Southport in the County of Lancaster on the 31st day of January 1968 the following Special Resolutions were duly passed viz:-

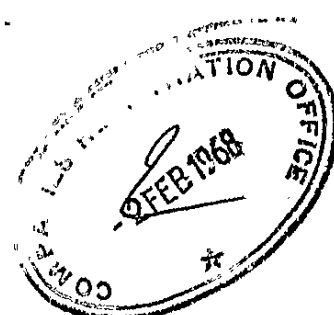
RESOLUTIONS

1. that the name of the Company be changed from Cooper Electroheat to Cooperheat.
2. that the Articles of Association of the Company be amended so that a Director of the Company no longer need have a share qualification and Article Number 10 be so amended.

Director

I CERTIFY that this is a true copy of the Resolutions passed at the Meeting and that the Company is an exempt Private Company.

Director



FILED By

PERCY WYATT & CO.,
Solicitors and General Agents,
7213



664812/24

THE COMPANIES ACTS 1948 TO 1967

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

I hereby certify that

WHEREAS **COOPER ELECTROHEAT**

was incorporated as a limited company under the Companies Act, 1948, on the 12th July, 1960.

AND WHEREAS on 25th January, 1968, it was re-registered under the Companies Acts, 1948 to 1967 as unlimited.

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

NOW THEREFORE the Company is an Unlimited Company incorporated under the name of

COOPERHEAT

Given under my hand at London the 8th February, 1968.

664812

[Signature]
Assistant Registrar of Companies

C.16(L)

49
COMPANIES ACTS 1948 - 1967

Unlimited Company having a Share Capital

COOPERHEAT


Ordinary Resolutions

At an Extraordinary General Meeting of the company held at 164 Lord Street Southport Merseyside on the 2nd day of April 1982 the following Resolutions were passed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

1. THAT the share capital of the company be increased to £1,000,000 by the creation of an additional 995,000 Ordinary Shares of £1 each.
2. THAT it is desirable to capitalise the sum of £995,000 standing to the credit of the profit and loss account of the company and accordingly that sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend on the 26th day of February 1982 and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full at par 995,000 new Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid so that such shares shall be issued on the terms that the same shall rank for all dividends declared after the 26th day of February 1982 as if the same had been issued credited as fully paid up as of and from the 26th day of February 1982.
3. THAT in accordance with Section 14 of the Companies Act 1980 authority be and is hereby given to the Directors to allot and distribute such 995,000 New Ordinary Shares amongst the holders of the Ordinary Shares of the company on the Register of Members as at the 26th day of February 1982 and in the proportion in which they hold such shares respectively on that day.




.....
Chairman



10

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

50

664 812

Name of Company

COOPERHEAT Limited*

*delete if
inappropriate†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special] resolution of the company dated 2nd April 1982the nominal capital of the company has been increased by the addition thereto of the sum of
£ 995 000 beyond the registered capital of £ 5000A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
995000	ORDINARY	£1-00

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Fair Passé

Please tick here if
continued overleaf†delete as
appropriate

Signed

J. Wood

{Director} {Secretary} ‡ Date

6/4/82

Presenter's name, address and
reference (if any):For official use
General section

Post room

Printed & Supplied by:—
Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 281010

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

14/09/85

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

To the Registrar of Companies

For official use

Company number

164

664812

Name of company

* COOPERHEM

* Insert full name of company

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

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 1 2

† delete as appropriate

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

Day Month Year

3 1 1 2 1 9 8 5

31.12.85

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

The company is a [subsidiary][holding company]† of

, company number

the accounting reference date of which is

Signed

M.H.

[Director][Secretary]† Date

19/7/85

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

For official Use
General Section

Post room



01572/TGH/SC

Company No. 664812

COOPERHEAT

COMPANIES ACTS 1948-1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

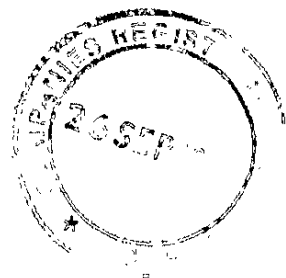
SPECIAL RESOLUTION
(Passed 19th Sept 1986)

Passed as a Special Resolution at an ^{Extraordinary General} meeting of the Members of the above named Company duly convened and held on the 19th day of September 1986:-

RESOLUTION

That the name of the Company be and hereby is changed to ^{Schubert} ~~Fivebranch~~ ^{UK}

CHAIRMAN



440
Mues
002795

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 664812

I hereby certify that

78/

COOPERHEAT

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

SOLARHALL

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

10TH OCTOBER 1986

M. Ikram Dar
M. IKRAM DAR

an authorised officer

15110

Company No. 664812

COOPERHEAT

75

COMPANIES ACT 1948 - 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTION
(Passed 19th September 1986)

Passed as a Special Resolution at a meeting of the members of the above named Company duly convened and held on the 19th September 1986:-

RESOLUTION

1. That the Articles of Association of the Company be amended as follows:-

(a) Clause 8 be amended to read as follows:-

"8. Unless and until the Company in General Meeting shall otherwise determine the number of the Directors shall be not less than one nor more than five."

(b) The following Article 14 be added amending Regulation 113 of Table A as incorporated in the Articles of Association of the Company:

"The Seal

14. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by a sole Director or by some other person appointed by the Director for that purpose."

[Signature]
CHAIRMAN
DIRECTOR
- 10 OCT 1986

THE COMPANIES ACT 1956 NO 107

UNION OF THE COMPANY HAVING
A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

CHAPER FROSTHORN

Incorporated on 22th day of July 1950

UNLIMITED COMPANY HAVING A SHARE CAPITAL.

Memorandum of Association OF

COOPER ELECTROHEAT

1. The name of the Company is "COOPER ELECTROHEAT".

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

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

(a) To acquire and take over as a going concern, upon such terms as the Directors may determine, the business of Electroheat Specialists now carried on by Peter James Cooper at 29 Park Crescent, Southport in the County of Lancaster together with all or any of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto.

(b) To carry on business as preheat and stress relieving specialists, electrical engineers, consultants, manufacturers of and contractors in electrical heating equipment, electrical equipment for industry and accessories of every kind and as manufacturers of and wholesale and retail dealers in television sets, electrical components, fittings, apparatus, accessories of every kind, and as letters out on hire, or rental or credit terms of electrical and mechanical equipment and machinery or any other goods in which the Company is empowered to deal.

(c) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(d) 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, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, 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.

(e) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, 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.

(f) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, 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.

(g) 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 partnership or 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, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (h) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, 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.
- (i) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons, firms or companies 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, firms or companies.
- (k) 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 or guarantee the performance by the Company of any obligation or liability it may undertake.
- (l) 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.
- (m) 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.
- (n) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person 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.

- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (p) 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.
- (q) To remunerate any person, firm or company rendering services to this Company, either 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 as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation 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.
- (s) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the

business or property and undertaking any of the liabilities of 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.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any dominion or dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

W E, 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>PETER JAMES COOPER, 29 Park Crescent, Southport, Lancashire, Chartered Electrical Engineer.</p> <p>MURIEL COOPER, 29 Park Crescent, Southport, Lancashire, Secretary.</p>	<p>One</p> <p>One</p>

DATED the 29th day of June 1960.

WITNESS to the above signatures :-

ROBERT GRAHAM MILLER,
3 Liverpool Road,
Birkdale,
Southport,

Chartered Accountant.

UNLIMITED COMPANY HAVING A SHARE CAPITAL.

Articles of Association
OF

COOPER ELECTROHEAT

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, 40 to 46, 53, 75 and 77 shall not apply to this Company; and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

PRIVATE COMPANY

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

MEMBERS

3. The number of Members with which the Company proposes to be registered is two but the Directors may from time to time register an increase.

SHARE CAPITAL AND SHARES

4. The original Share Capital of the Company is £5,000, divided into 5,000 shares of £1 each.

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.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (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.

7. 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

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

9. The first Directors of the Company shall be PETER JAMES COOPER and MURIEL COOPER. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as they shall live unless they shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

*Completed
30 Jan 68
in accordance
with the
provisions*
10. The qualification of every Director shall be the holding of shares of the Company to the nominal value of not less than £1. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

BORROWING POWERS

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.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PETER JAMES COOPER,
29 Park Crescent,
Southport,
Lancashire,

Chartered Electrical Engineer.

MURIEL COOPER,
29 Park Crescent,
Southport,
Lancashire,

Secretary.

DATED the 29th day of June 1960.

WITNESS to the above signatures :-

ROBERT GRAHAM MILLER,
3 Liverpool Road,
Birkdale,
Southport,

Chartered Accountant

Company No. 664812

COOPER ELECTROHEAT

At an Extraordinary Annual General Meeting of the above named Company duly convened and held at 164 Lord Street Southport in the County of Lancaster on the 31st day of January 1968 the sub-joined Special Resolutions were duly passed viz:-

RESOLUTIONS

- (1) that the name of the Company be changed from Cooper Electro. at to Cooperheat.
- (2) that the Articles of Association of the Company be amended that a Director of the Company no longer need have a share qualification and Article Number 10 be so amended.



Director

I CERTIFY that this is a true copy of the Resolutions passed at the Meeting and that the Company is an exempt Private Company.



Director

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
SOLARHAL
SLAIDBURN CRESCENT
FYLDE ROAD TRADING ESTATE
SOUTHPORT
MERSEYSIDE PR9 9YF

DEF6/ 00664812

Date: 21 JULY 1992

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

SOLARHAL

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380042

1484

FILE COPY

dti

Companies House is an executive agency within the Department of Trade and Industry

HD602

DISSOLVED

00664812

SOLARHALL

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 10 NOVEMBER 1992
and dissolved by notice in the London Gazette dated 17 NOVEMBER 1992



E L BEAL (Mrs)
for Registrar

DEF 1 SENT	14/02/92
DEF 2 SENT	23/03/92
DEF 3 SENT	24/04/92
FIRST GAZ	21/07/92

1034

HC001

0249/828/971

6-11-1997

1997 A no. 0458

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
MANCHESTER DISTRICT REGISTRY



BETWEEN:-

IN THE MATTER OF SOLARHALL

AND

IN THE MATTER OF THE COMPANIES ACT 1985

BY MR. DISTRICT JUDGE McGRATH

UPON THE APPLICATION of Karl Dennis Almond a Creditor of Solarhall (hereinafter called "the Company") on the 1st day of October 1997 preferred unto this court

AND UPON HEARING the Solicitor for the Applicant and the Registrar of Companies (the Respondent) Consenting

AND UPON READING the evidence



AND there being no opposition on behalf of Her Majesty in right of Her Duchy of Lancaster to the relief sought by the said Application as appears from the Affidavit of Anthony Coombs and the exhibits thereto

AND THE APPLICATION by his solicitors undertaking:

(A) to inform the Registrar of Companies of the title and Court reference and number of the proposed litigation referred to paragraph 6 of the Affidavit of Karl Almond sworn herein on the 23rd September 1997 immediately after issue

24:11:97

0249/208/97

16.11.97

(B) to inform the Registrar of Companies immediately on the conclusion of the said proposed litigation or any appeal therefrom

THIS COURT DOETH DECLARE the dissolution of the above named Company be void

AND THIS COURT DOETH ORDER that the name of the above named Solarhall be restored to the Register of Companies

AND IT IS ORDERED that an Office Copy of this Order be delivered to the Registrar of Companies

AND pursuant to the above mentioned Act the said Solarhall is thereupon to be deemed to have continued in existence as if its name had not been struck off

AND IT IS ORDERED that the Registrar of Companies do advertise notice of this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Applicant Karl Dennis Almond do pay the Registrar of Companies his costs of the said Application is the agreed sum of £275.

Dated this 13 day of November 1997

RESTORED TO THE REGISTER

Order delivered for
registration 20/11/97

Notice published in
the London Gazette of 5/12/97

Restoration Section
C* 8094.