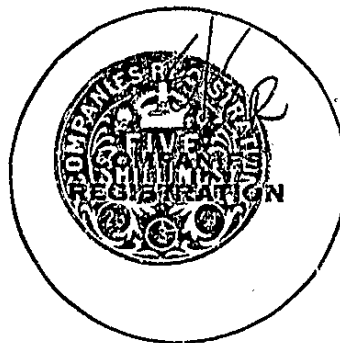


No. of
Company

688753

Form 41.

THE COMPANIES ACT, 1948.



A 5/-
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).

Name
of
Company

MASO

REGISTERED
- 4 APR 1961

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by Maxwell Ratley & Co.,

[C.A. 1.]
10/58

65 London Wall, London, E.C.2

I PETER ROBSON

of 65 London Wall in the City of London

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation 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 WASO 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 62 London Wall in the

City of London

the 21st day of March

one thousand nine hundred and sixty one

Before me,

R. Haire

* Delete as
unnecessary.

* A-Commissioner for Oaths.

* Notary Public.

* Justice of the Peace.

Peter Robson

Number of
Company

688753/2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital OF

WASO

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,

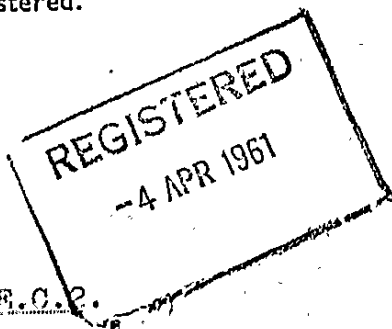
NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

sent by

Maxwell Batley & Co.,

65 London Wall, London, E.C.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
8-30 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.

THE NOMINAL CAPITAL

OF

_____ WASO _____ Limited,
is £ 3,000 _____, divided into:

3,000 Shares of One pound each

~~Shares of~~ each

*Signature.

Signature George. Bailey

Description Solicitors engaged in the formation

Dated the 21 day of March 1961.

**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.



688753/3

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

WASO LIMITED



1. The name of the Company is WASO LIMITED.
2. The registered office of the Company will be situate in England.

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

(A) To carry on the business or businesses of importers, exporters, manufacturers, merchants, assemblers, brokers, wholesalers, retailers, buyers and sellers of and traders and dealers in electrical goods, fittings, appliances and apparatus of every description and accessories, instruments and components for vehicles of all types and office furniture, fittings and equipment of all kinds and all articles and things which may be required for the purpose of any of the foregoing businesses or which may be capable of being profitably dealt with in connection therewith.

(B) To carry on the business or businesses of shippers, warehousemen, depository proprietors, general storekeepers, merchants, carriers, forwarding agents, carmen, factors, agents, general traders, and dealers in goods and merchandise of every description and to undertake and carry on and execute all kinds of financial, mercantile, commercial, trading and other operations whether as principals or agents.

(C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

REGISTERED
- 4 APR 1961

0644



- (D) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.
- (E) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (F) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares stock or securities of any other Company formed or to be formed.
- (G) To procure the Company to be registered or recognised in any part of the world.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property, privileges, concessions, patents, patent rights, licences and secret processes necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (J) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (K) To lend money or give credit on such terms as considered expedient and to give guarantees or become security for any persons, firms, companies or others.
- (L) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (M) To draw, make, or accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any business which this Company is authorised to carry on.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

WE, the several persons whose names and addresses 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. (in words)
<p><i>Blk Göran Allen</i> ALLEN <i>Höglundavägen 4A</i> <i>Sundbyberg Sweden</i> <i>Engineer</i></p>	<p><i>One</i></p>
<p><i>Oscar Adolf Engelbert</i> <i>Wallmark</i> WALLMARK <i>Kungsparkens väg 23</i> <i>Gästerberg Sweden</i> <i>Manufacturer.</i></p>	<p><i>One</i></p>

DATED the 10th day of March, 1961.

WITNESS to the above Signatures:—

William A. Henderson
65, London Wall
London E.C.2.
Solicitors Managing Clerk,

107/ 688753/4 5/12



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

WASO LIMITED

PRELIMINARY.

REGISTERED

- 4 APR 1961

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company with the exception of regulations 75, 79, 84 and 99 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and with the exception of regulation 2 of Table A, Part II.

PRIVATE COMPANY.

2. The Company is a "Private Company" within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner provided in regulation 3 of Table A, Part II.

SHARES.

3. The share capital of the Company is £3,000 divided into 3,000 Ordinary Shares of £1 each.

4. Subject to Article 2 the shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except in accordance with section 57 of the Act.

DIRECTORS.

5. Until otherwise determined the number of Directors shall not be less than two nor more than five and the first Directors shall be appointed by the subscribers of the Memorandum of Association.

6. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. Notice of meetings of Directors shall be given to all Directors whether or not they are within the United Kingdom and Regulation 98 of Table A, Part I shall be modified accordingly.

8. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed shall, except when one Director only is in office, be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

9. A Director may hold any other office or place of profit under the Company, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board, and a Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director: Provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

10. A Director may enter into contracts or arrangements or have dealings with the Company, and in that event shall not be disqualified from office, 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 shall as required by section 199 of the Act disclose the nature of his interest to the Board at the meeting of the Directors at which the question of entering into such contract, arrangement or dealing is first taken into consideration or if the Director was not at the date of the meeting

interested in such contract, arrangement or dealing, at the next meeting of the Directors held after he became so interested, and in the case where the Director becomes interested in a contract after it is made the said declaration shall be made at the first meeting after he becomes so interested, and the Director shall be entitled to vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum when any such contract, arrangement or dealing is under consideration. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Article as regards such Director and the said transaction, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

INDEMNITY.

11. In addition to the right of indemnity given by regulation 136 of Table A, Part I, every Director or officer of the Company shall, subject to the provisions of the Act, be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Mr Oscar Allen
 Höj Klundavägen 4A
 Sundbyberg, Sweden
 Engineer

Oscar Adolf Engelbert
 Wallmark
 Kungsparksvägen 23
 Gärthensborg Sweden
 Manufacturer

DATED this 10th day of March, 1961.

WITNESS to the above Signatures:—

William A Henderson
 65 London Wall
 London E.C.2
 Solicitor's Managing Clerk.

No C.173

DUPLICATE FOR THE FILE

No. 688753



Certificate of Incorporation

I Hereby Certify, that

WASO LIMITED

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

Given under my hand at London this Fourth day of
April One Thousand Nine Hundred and Sixty one.

A. J. Mansel
Assistant Registrar of Companies.

Certificate
received by

Maxwell Batley & Co.

Date 6/4/61.