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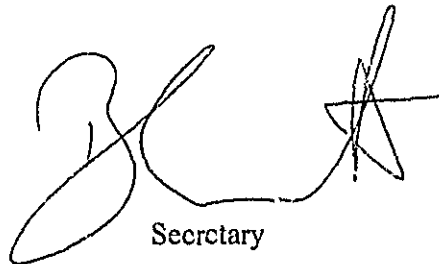
FLIGHTSPARES PUBLIC LIMITED COMPANY

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the Company will be held at *Slough Square* on *7<sup>th</sup> January* 1992 at 2.30am/pm for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a Special Resolution :

RESOLUTION

THAT the Company re-register its name as FLIGHTSPARES LIMITED.

BY ORDER OF THE BOARD



Secretary

Dated *7<sup>th</sup> January* 1992

Registered Office: *Aviation Way Southwicks on Sea Essex*



250194

Minutes of extraordinary general meeting to adopt re-register the Company as  
FLIGHTSPARES LIMITED

FLIGHTSPARES PUBLIC LIMITED COMPANY


Minutes of an extraordinary general meeting of the Company held at SLONIC SQUARE, LONDON.  
on 7<sup>th</sup> January 1992 at 2.30 pm

Present:

F J K HASLEHURST  
B. H. WILMSLEY  
J. J. HUBBS  
J. J. EDWARDS  
S. T. SHOLK  
B. LARKE

In Attendance:

1. The Chairman announced that a quorum was present and declared the meeting open .
2. The Chairman announced that all the shareholders of the Company had consented to the holding of the meeting at short notice .
3. With the consnt of all the members present the notice convening the meeting was taken as read .
4. The Chairman proposed the resolution set out in the notice as a special resolution and on a show of hands declared that the resolution had been passed unanimously .

  
Chairman



230194  
Special resolution to adopt new articles of association

Company Number: 718149

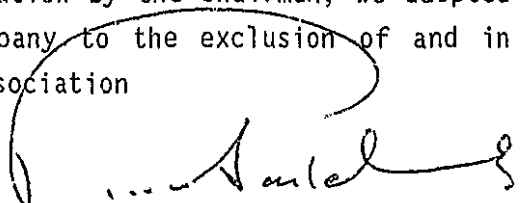
The Companies Act 1985  
Company Limited by Shares  
Special Resolution  
of  
Flightspares Limited

Passed the 7<sup>th</sup> day of January 1992

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

RESOLUTION

THAT the Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the company to the exclusion of and in substitution for the existing Articles of Association

  
Chairman


FLIGHTSPARES LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the Company will be held at ~~Slawie Square~~ on 7<sup>th</sup> January 1992 at 2~~4~~am/pm for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a Special Resolution :

RESOLUTION

THAT the Memorandum of Association, a copy of which is produced to the meeting and initialed for the purpose of identification by the Chairman, be adopted as the Memorandum of Association of the Company to the exclusion of and in substitution for the existing Memorandum of Association

BY ORDER OF THE BOARD



Secretary

Dated 7<sup>th</sup> January 1992

Registered Office: Aviation Way, Southend on Sea, Essex, SS2 6UH



Minutes of extraordinary general meeting to adopt new memorandum of association

FLIGHTSPARES LIMITED


Minutes of an extraordinary general meeting of the Company held at Sloane Square  
on 7<sup>th</sup> January 1992 at 2.45 pm

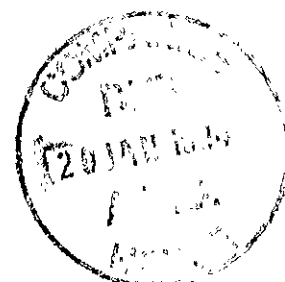
Present:

P. J. K. HARRINGTON  
B. H. WORMLEY  
J. J. HOBBS  
J. J. EDWARDS  
S. T. SADLER  
B. WRIGHT

In Attendance:

1. The Chairman announced that a quorum was present and declared the meeting open.
2. The Chairman announced that all the shareholders of the Company had consented to the holding of the meeting at short notice.
3. With the consent of all the members present the notice convening the meeting was taken as read.
4. The Chairman proposed the resolution set out in the notice as a special resolution and on a show of hands declared that the resolution had been passed unanimously.

  
Chairman



# 2510194

## THE COMPANIES ACT 1948 to 1980

### COMPANY LIMITED BY SHARES

## Memorandum of Association

- OF -

### FLIGHTSPARES LIMITED

As altered by Special Resolutions  
passed 19th January 1967 and amended  
by a Resolution of the Directors  
passed 29th January 1982 and amended  
by a Resolution of the Directors  
passed 7th January 1992.

\* 1. The name of the Company is " FLIGHTSPARES LIMITED "

2. The Company is to be a private Limited company .

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

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

(a) To carry on business as manufacturers and repairers of and dealers generally in aircraft , aircraft ground equipment , catering equipment and aircraft catering equipment , paint manufacturers and dealers in paints , cellulose tapes and spares of all descriptions and in motor vehicles or boats or internal combustion engines of every description and of and in component parts and spares thereof , supplies , apparatus , fittings accessories and lubricants and fuels of every description for the use of or connected in any way with aircraft , motor vehicles or boats or internal combustion engines of all kinds and to maintain , service , provide , let on hire , buy and sell and deal in every way with and in all such articles and supplies before mentioned

\* By Special Resolution passed 19th January 1967 the name of the Company was changed from " FLIGHTSPARES SOUTHEND LIMITED " to "FLIGHTSPARES LIMITED "

\* By a Resolution of the Directors passed 29th January , 1982 pursuant to Section 8 of the Companies Act 1980 , the name of the Company was changed to "FLIGHTSPARES PUBLIC LIMITED COMPANY "

\* By Special Resolution of the Directors passed 7th January 1992 the name of the Company was changed from " FLIGHTSPARES PUBLIC LIMITED COMPANY " to " FLIGHTSPARES LIMITED "



(b) To establish , maintain , service , test and operate airlines and communications of all kinds and to all places by land , water or air and to carry on business as proprietors of tourist , travel and other agencies and bureaux , air land or water transport contractors , radio , electrical , general and mechanical engineers , carpenters , wood and metal workers , builders and contractors , carriers , hanger and aerodrome , wharf , dock and harbour builders and proprietors , aviation and motoring instruction school proprietors and generally to do all such things and deal in every way with any trade or business connected with aircraft and motor vehicles or boats and catering and transport services by air , land or water .

(c) To carry on any other business similar to or complementary to the foregoing business or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company .

(d) To buy , take on lease or hiring agreement or otherwise acquire , land or any other property , real or personal , movable or immovable , or any interest in such property , and to sell , lease , let on hire , develop such property , or otherwise turn the same to the advantage of the Company .

(e) To take out , apply for and acquire by original grant or by transfer or assignment or otherwise letters patent , brevets d'invention , licences , concessions , secret processes and inventions and to use and exercise the same or to sell , assign ,and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company .

(f) To erect , construct , alter and maintain buildings , erections and works of all kinds , whether on the property of the Company or not

(g) To invest the money of the Company in any manner that the Company may think fit .

(h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company , firm ,or person carrying on business similar or complimentary to the business of the Company or any part thereof or to amalgamate with any such company , firm or person .

(i) To sell the whole or any part of the undertaking of the Company for cash , shares , debentures or any other consideration .

(j) To acquire by purchase or otherwise and either for cash , shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company .

(k) To lend money to customers and others and to guarantee the observance and performance of obligations and contract by customers and others.

(l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.

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(m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

(n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.

(o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in, the promotion of any charitable, benevolent or public purpose or object.

(p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.

(q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

(r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

\* 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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\* By Special Resolution passed 19th January, 1967 the Share Capital of the Company was increased from £100 to £50,000 by the creation of £49,900 the additional capital was divided into 299,000 Ordinary Shares of 2s each and 200,000 Convertible Shares of 2s each.

\* On 30th April 1977 in accordance with clause 6(B) (ii) of the Company's Articles of Association Convertible shares of 10p each were automatically converted into 100,000 Ordinary Shares of 10p each ranking pari passu in all respects with the existing Ordinary shares in the share capital of the Company.



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\* On 30th April 1978 in accordance with the Company's Articles of Association converted into 50,000 Ordinary shares of 10p , each ranking pari passu in all respects with the existing Ordinary shares in the share capital of the Company .

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No. 718149

The Companies Acts 1985 to 1989

Private Company Limited by Shares

**NEW ARTICLES OF ASSOCIATION**

Adopted by Special Resolution passed on 7th January 1992

of

**FLIGHTSPARES LIMITED**

Incorporated on 7th March 1962

## INDEX TO ARTICLES

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## INTERPRETATION

1. In these Articles , if not inconsistent with the subject or context , the following words and expressions shall have the following meanings :

' The Act ' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

' Table A ' means Table A in the Schedule to the Companies  
Tables A-F ) Regulations 1985

## TABLE A

2. The regulations contained in Table A shall apply to the Company except insofar as they are excluded by or are inconsistent with these Articles .

3. Regulations 3 , 24 , 35 , 73 to 81 inclusive , 94 , 95 and 118 of Table A shall not apply to the Company .

## SHARE CAPITAL

4. The provisions of section 89(1) of the Act shall not apply to the Company .

5. Any share may , with the sanction of a special resolution , be issued on the terms that it is , or at the option of the Company or of the holder of such share is liable , to be redeemed .

6. Subject to the provisions of the Act , the Company may purchase any of its own shares .

7. Subject to the provisions of the Act , the Company may make a payment in respect of any redemption or purchase , pursuant to articles 5 or 6 ( as the case may be ) , of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares .

## PROCEEDINGS AT GENERAL MEETINGS

8. In the case of a corporation the signature of a Director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders , shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A .

9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly .

10. In the case of a corporation a Director or secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A .

## DIRECTORS

11. A Director shall not be required to hold any qualification shares in the Company .

## POWERS AND DUTIES OF DIRECTORS

12. Subject to the provisions of the Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit ( other than the office of auditor of the Company or any subsidiary thereof ) under the Company or any such other company and he

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or any firm of which he is a member may act in a professional capacity for the company or any such other company and be remunerated therefor . Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his benefit all profits and advantages accruing to him . Regulation 85 of Table A shall be modified accordingly .

13. It shall not be necessary for the Directors to sign a book recording their attendance's at meetings of Directors and regulation 100 of Table A shall be modified accordingly .

#### **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

14. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution , the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Director or to fill any vacancy and to remove from office any Director howsoever appointed . Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgement at the registered office of the Company .

15. The office of a Director shall be vacated :

- (i) if by notice in writing to the Company he resigns the office of Director ;
- (ii) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period , unless he shall have appointed an alternate Director who has been similarly absent during such period ;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors ;
- (iv) if he is prohibited from being a Director by an order made under any provision of the Act ;
- (v) if he becomes of unsound mind ;
- (vi) if he is removed from office under article 14

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16. Unless and until otherwise determined by the Company or in any particular case , no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 , and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70 , and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70 , and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such .

#### PROCEEDINGS OF DIRECTORS

17. Any Director or member of a committee of the board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participating in a meeting in this manner shall be deemed to constitute presence in person at such meeting .

18. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company .

#### OFFICIAL SEAL FOR USE ABROAD

19. The Company may have an official seal for use abroad under the provisions of the Act , where and as the Directors shall determine , and the Company may by writing under the common seal appoint any agents or agent , committees or committee abroad to be the duly authorised agents of the Company , for the purpose of affixing and using such official seal , and may impose such restrictions on the use thereof as may be thought fit . Wherever in these Articles reference is made to the common seal of the Company , the reference shall , when and so far as may be applicable , be deemed to include any such official seal as aforesaid .

## INDEMNITY

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs , charges , losses , expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof , including any liability incurred by him in defending any proceedings , whether civil or criminal , in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court , and no Director or other officer shall be liable for any loss , damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office pr in relation thereto . But this Article shall only effect insofar as its provisions are not avoided by section 310 of the Act .





CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF A PUBLIC COMPANY  
AS A PRIVATE COMPANY

No 718149

I hereby certify that  
FLIGHTSPARES LIMITED

formerly registered as a public company has this day  
been re-registered under the Companies Act 1985 as a  
private company, and that the Company is limited.

Given under my hand at Cardiff the 21st January 1994

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)

An Authorised Officer