

THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

GEORGE COHEN MACHINERY
LIMITED

Presented by

SIMMONS & SIMMONS,

1 THREADNEEDLE STREET,

LONDON, E.C.2.

(J.4837/RR/GO)



I, DAVID WILSON

of 1 Threadneedle Street, London, E.C.2.

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

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of GEORGE COHEN MACHINERY

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 1 Threadneedle Street,
London, E.C.2.

on 29th day of November

one thousand nine hundred and sixty-
two.

David Wilson

Before me,

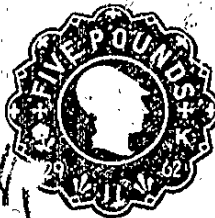
J. F. C. Hamwood.

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

Number of }
Company }

742961 / 2

Form



THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of the Nominal Capital

OF

4 DEC 1962

GEORGE COHEN MACHINERY

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.

Presented by

SIMMONS & SIMMONS,

1 THREADNEEDLE STREET,

LONDON, E.C.2.

(J.4837/RR/GO)

Car to Carter



THE NOMINAL CAPITAL

OF

GEORGE COHEN MACHINERY

Limited,

is £ 25,000, divided into:

25,000 Shares of £1 each

 Shares of each

*Signature

David Wilson

Description Solicitor engaged in the
formation.

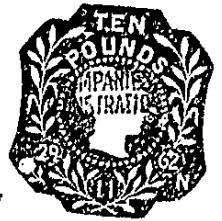
Dated the 29th day of November 19 62.

**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.



742961

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GEORGE COHEN MACHINERY LIMITED

4 DEC 1962

1. The name of the Company is "GEORGE COHEN MACHINERY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To carry on business as manufacturers of, merchants and dealers in, and to maintain, repair, convert, alter, and let on hire, machinery, plant, vessels, implements, tools, equipment, apparatus, mechanisms and appliances of all kinds, and to undertake and execute any contracts for works involving the supply or use of any of the aforesaid, and to carry out ancillary or other works comprised in such contracts.
 - (B) To carry on business as mechanical, hydraulic, constructional, civil, electrical, marine and aeronautical engineers; manufacturers of and merchants and dealers in iron, steel, brass and other ferrous and non-ferrous metals, powder metals, rubber, woods, plastics, chemicals, liquids and all other materials whatsoever; metallurgists, metal founders, metal workers, tool makers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, water supply engineers, gas makers, farmers, carriers and general merchants and commission agents, iron and steel masters, colliery proprietors, mine owners and workers, iron, steel and brass founders, tube makers, wire-drawers, galvanisers, japanners, platers and enamellers, packing



case and box makers, carpenters, printers, paper and cardboard manufacturers and dealers.

- (C) To build, maintain, repair, buy, sell and let on hire, motor cars, motor cycles, bicycles, vans, carts, lorries, trucks, and other vehicles, railway wagons and trucks and other rolling stock, barges, boats, ships and other vessels, tanks, missiles, arms and weapons of every sort, whether for warlike, sporting or other purposes, helicopters, hovercraft, aeroplanes, airships and aircraft of all kinds and every kind of component, fitting and accessory for any of the aforesaid.
- (D) To carry on any business relating to the winning, working and reduction, and refining of minerals and ores of every description, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with any engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (E) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, metals, residues, and things capable of being used in connection with metallurgical operations.
- (F) To erect, maintain and use boilers, tanks, buildings and other works for the manufacture, storage and supply of any of the aforesaid products.
- (G) To promote, erect, construct, equip, maintain, improve, enlarge, reduce, alter, work or dismantle or demolish, manage or control, or aid in or contribute or subscribe towards the promotion, erection, construction, equipment, maintenance, improvement, enlargement, reduction, alteration, working, management or control of works, undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works,

carrying undertakings, by land and water, fortifications, markets, exchanges, mints, public and private buildings, whether necessary or convenient for the purposes of the Company or for any of its businesses, or for sale or hire to, or in return for any consideration from, any other companies or persons, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (H) To carry on the business of ship owners, shipbrokers or managers, shipwrights, shippers, carriers, freight contractors, wharfingers, lightermen, dock proprietors, barge owners, and ship breakers.
- (I) To search for, prospect, examine, and explore mines and ground supposed to contain coal, ore and other minerals, and to search for and obtain information in regard to mines, mining claims, mining districts and localities; to purchase, take on lease or concession, or otherwise acquire for any interest therein, and to hold, sell, dispose of and deal with mines and mining rights and property supposed to contain minerals of all kinds, or coal and undertakings connected therewith, and to work, exercise, develop, finance and turn to account the same.
- (J) To adopt such means of making known the products of and business carried on by the Company as may seem expedient, and in particular by advertising in the press, by circulars or purchase and exhibition of works of art and interest.
- (K) To acquire by purchase, lease, exchange or otherwise lands, buildings, tenements, property and hereditaments of any tenure or any estate or interest therein, and any rights over or connected with any such lands, buildings, tenements, property and hereditaments, and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and either to hold such lands, buildings, tenements, properties and rights as investments or to sell, exchange, develop, turn to account or otherwise deal with the same in such manner as the Company shall think fit.
- (L) To acquire, erect, contract for the erection of or otherwise become possessed of or entitled to buildings of all kinds situate on the property of the Company or otherwise, and to renovate, reconstruct, replace, extend, add to, preserve, modify, enlarge, rebuild, improve or alter existing buildings.
- (M) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors,

be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (N) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (O) 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, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (P) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly, and to give any guarantee, with or without such security, for the performance of any of the matters aforesaid, and, without prejudice to the generality of the foregoing, either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, loan stock or other securities of any company which is for the time being the Company's holding company.
- (Q) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (R) To lend money with or without security and give credit to such persons and companies, and on such terms, as may seem expedient, and in particular to

RM
LW
BCH.

Directors, Officers or Members of the Company and to employees of the Company and to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons or companies.

- (S) To grant pensions, allowances, gratuities and bonuses to officers (including Directors), 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 dependants or connections, and to establish, support or subscribe to any charitable funds, institutions, associations or conveniences, 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.
- (T) To draw, make, ~~accept~~ ^{accept}, endorse, negotiate, issue, discount and ~~execute~~ promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (U) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to purchase, subscribe for or otherwise acquire, hold, sell and dispose of in any manner any real or personal property of any description, including lands, buildings and hereditaments, shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action, and securities (whether fully or partly paid up) issued or guaranteed by any company constituted in any part of the world (whether with limited or unlimited liability), and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to sell all or any of such shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action and securities or otherwise deal with the same as may from time to time be determined.
- (V) 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.

- (W) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (X) To enter into any partnership or joint-purse arrangement or any arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm, partnership or person carrying on or proposing to carry on any business within the objects of this Company or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of shares, stock, or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Y) To acquire and hold or dispose of 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 company carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Z) To promote or form or assist in the promotion or formation of any other company or companies, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this Company, or any property in which the Company is interested or for any other purpose whatsoever, and to assist such companies or company by paying or contributing towards the preliminary expenses, or providing the whole or part of the capital thereof, or by taking or subscribing for shares of any class herein, or by lending money thereto upon debentures or otherwise, and further to pay out of the funds of the Company all expenses of and incident

to the formation, registration, advertising and establishment of this or any other company, and also all expenses attending the issue of any circular or notice, or the printing, stamping and circulating of proxies or forms to be filled up by the shareholders of this, or connected with this or any other company.

- (AA) 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 or possessed of property suitable for the purposes of the Company.
- (BB) To apply for, purchase, or otherwise acquire and to keep in force, any secret processes, patents, brevets d'invention, trade marks, registered designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used by or for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (CC) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, surrender, mortgage, charge, dispose of, grant licences, easements and other rights of, in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property, assets and effects for the time being of the Company or any part thereof respectively, for such consideration and upon such terms as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (DD) To amalgamate with any other company in the United Kingdom or elsewhere whose objects or businesses are similar to any objects or object or the business or any part of the business of this Company, or include any object similar to any object of this Company, and whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, and the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any of the shares or stock, debentures or securities of this or any such other company as aforesaid, or by partnership, or any

arrangement of the nature of partnership, or in any other manner whatsoever.

- (EE) To pay all expenses incurred in connection with the formation, promotion, and incorporation of the Company, and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same, and to pay commissions and to remunerate brokers and others for services rendered in connection with procuring or agreeing to procure subscriptions (whether absolutely or conditionally), underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or debenture stocks or other securities of this Company or any company promoted by this Company.
- (FF) To give to any person, firm or company subscribing or procuring subscriptions for the capital of, or rendering financial or other assistance to this Company, or any company or undertaking in which this Company is interested, in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient.
- (GG) To obtain from any governments or authorities, supreme, municipal, local or otherwise, any rights, privileges or concessions, and to procure the Company to be registered or recognised in any country or place in any part of the world.
- (HH) 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.
- (II) To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise, and to receive money and fees on deposit at interest or otherwise.
- (JJ) 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, sub-contractors, trustees or otherwise.
- (KK) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be treated as independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or from the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

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

Roger Rosewick
1 Threadneedle Street,
London, E.C.2
Chartered Accountant.

One (1)

~~David~~
David Wilson
1 Threadneedle St
London E.C.2.
Solicitor

One (1)

DATED this 29th day of November, 1962.

WITNESS to the above Signatures :-

B.C.P. Kennedy
1, Threadneedle Street
London, E.C.2.
Solicitor



742961 / 4

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GEORGE COHEN MACHINERY LIMITED

A DEC 1962

RA
Lis
Bokk

PRIVATE COMPANY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and accordingly the Company is a private company.

PRELIMINARY

2. Regulations 24, 53, 75, 79, 88 to 94 (inclusive), 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, 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 as provided by section 57 of the Act.

NOTICE OF GENERAL MEETINGS

4. A proxy shall be entitled to one vote on a show of hands and regulation 62 of Table A, Part I, shall be amended accordingly.

DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two and there shall be no maximum number. The first Directors of the Company shall be appointed by a memorandum under the hands of the signatories to these presents, and it shall not be necessary to hold any meeting for the purpose.

6. The Directors shall be entitled to be refunded their reasonable and proper expenses incurred in and about the business of the Company including travelling, hotel and other incidental expenses of attending Board Meetings or Meetings of any committee or of visits on the Company's business, and the Directors shall have power in addition to refunding expenses to agree an annual allowance to cover entertainment and other similar expenses incurred for the benefit of the Company.

BORROWING POWERS

7. 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 and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

8. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered and he shall be entitled to vote thereon, and paragraphs 4 and (4) of regulation 84 of Table A, Part I shall be amended accordingly.

9. It shall be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

10. Any Director may from time to time appoint any person who is approved by the other Directors to be an Alternate or Substituted Director. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director

appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

11. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated :-

- (1) if by one month's notice in writing to the Company he resigns the office of Director.
- (2) if he ceases to be a Director by virtue of Section 182 of the Act.
- (3) if he becomes bankrupt or enters into any arrangement with his creditors.
- (4) if he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) if he becomes of unsound mind.
- (6) if he be removed from office under regulation 96 of Table A, Part I.
- (7) if he be requested in writing by all his co-Directors to resign.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

14. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

EXECUTIVE DIRECTORS

15. (A) The Directors may from time to time appoint one or more of their body to be Chairman or Vice-Chairman of the Board or to be holder of any other executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) Such an appointment of a Director to the office of Managing or Joint Managing Director shall be subject to determination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(C) Such an appointment of a Director to any other salaried office shall be subject to determination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any such contract of service between him and the Company.

*ALX
Dis
BCK*

(D) The Directors may entrust to and confer upon the Chairman and Vice-Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

REGIONAL DIRECTORS

16. The Directors may from time to time appoint any person or persons who shall be engaged in the service or employment of the Company to be Regional Directors. The tenure of office and remuneration of Regional Directors shall be from time to time determined by the Directors and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by resolution of the Directors. A person appointed a Regional Director shall not thereby become or be deemed to have become a Director of the Company for any of the purposes of these Articles or of the Act.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 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 or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Rossick
1 Threadneedle Street,
London, E.C.2.
Chartered Accountant

David Wilson
1 Threadneedle St
London EC2
Solicitor

Dated the 29th day of November, 1962.

WITNESS to the above Signatures:-

B C P Kennedy
1, Threadneedle Street,
London. E.C.2.
Solicitor.

WE CERTIFY THAT THIS
DOCUMENT WAS FILMED
BY LITHOGRAPHIC PROCESS
SIMONS & SIMONS

DUPLICATE FOR THE FILE.

No. 742961



Certificate of Incorporation

I Hereby Certify, that

GEORGE COHEN MACHINERY 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 DECEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY TWO.

L.S. Whitfield.

Assistant-Registrar of Companies.

Certificate
received by

SIMMONS & SIMMONS
1, THREADNEEDLE STREET.

E. C. 2. c

Date

4/12/67



742961.
No. 570713

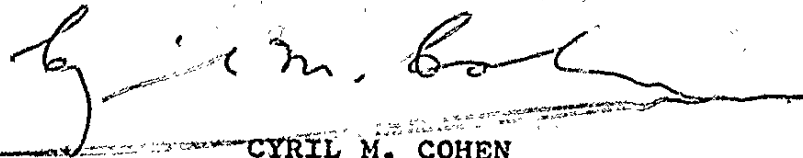
8
23

GEORGE COHEN MACHINERY LIMITED

At an Extraordinary General Meeting convened and held at 600 Wood Lane, London, W.12., on the 17th day of January, 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

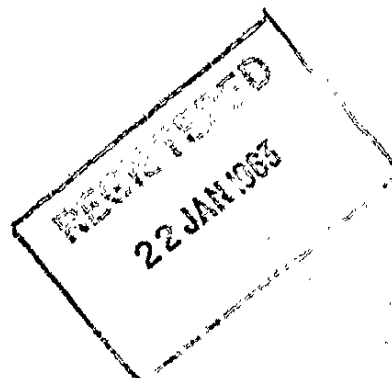
RESOLUTION

"That Article 16 of the Company's Articles of Association be amended by the addition of the following words :- "the term "Regional Directors" shall include Local Directors or such other title or description of office as the Directors may determine.""



CYRIL M. COHEN

Chairman.




22 JAN 1963

SIMMONS & SIMMONS
FIREBRIDGE STREET,
E.C.2.

IT IS CERTIFIED THAT
DOCUMENT WAS
BY THE
SIMMONS & SIMMONS

The Companies Act, 1948

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

GEORGE COHEN MACHINERY LIMITED

Incorporated the 4th day of December 1962

This is a true and exact copy of the Memorandum and Articles of Association as at present existing and incorporating all the alterations made from time to time by Special or Extraordinary Resolution or by Order of Court.

W. G. B. L.
Director

W. G. B. L.
Simmons & Simmons,
Solicitors,

1, Threadneedle Street, E.C.2.

J.4837/JM/EC/xd.JW.

No 742961



Certificate of Incorporation.

I HEREBY CERTIFY, that GEORGE COHEN MACHINERY 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 December, One Thousand Nine Hundred and Sixty Two.

L.S. WHITFIELD.

Assistant Registrar of Companies

81

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GEORGE COHEN MACHINERY LIMITED

REGISTERED

13 MAR 1963

1. The name of the Company is "GEORGE COHEN MACHINERY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To carry on business as manufacturers of, merchants and dealers in, and to maintain, repair, convert, alter, and let on hire, machinery, plant, vessels, implements, tools, equipment, apparatus, mechanisms and appliances of all kinds, and to undertake and execute any contracts for works involving the supply or use of any of the aforesaid, and to carry out ancillary or other works comprised in such contracts.
 - (B) To carry on business as mechanical, hydraulic, constructional, civil, electrical, marine and aeronautical engineers; manufacturers of and merchants and dealers in iron, steel, brass and other ferrous and non-ferrous metals, powder metals, rubber, woods, plastics, chemicals, liquids and all other materials whatsoever; metallurgists, metal founders, metal workers, tool makers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, water supply engineers, gas makers, farmers, carriers and general merchants and commission agents, iron and steel masters, colliery proprietors, mine owners and workers, iron, steel and brass founders, tube makers, wire-drawers, galvanisers, jappers, platers and enamellers, packing

13 MAR 1963

REGISTRATION OFFICE

case and box makers, carpenters, printers, paper and cardboard manufacturers and dealers.

- (C) To build, maintain, repair, buy, sell and let on hire, motor cars, motor cycles, bicycles, vans, carts, lorries, trucks, and other vehicles, railway wagons and trucks and other rolling stock, barges, boats, ships and other vessels, tanks, missiles, arms and weapons of every sort, whether for warlike, sporting or other purposes, helicopters, hovercraft, aeroplanes, airships and aircraft of all kinds and every kind of component, fitting and accessory for any of the aforesaid.
- (D) To carry on any business relating to the winning, working and reduction, and refining of minerals and ores of every description, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with any engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (E) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, metals, residues, and things capable of being used in connection with metallurgical operations.
- (F) To erect, maintain and use boilers, tanks, buildings and other works for the manufacture, storage and supply of any of the aforesaid products.
- (G) To promote, erect, construct, equip, maintain, improve, enlarge, reduce, alter, work or dismantle or demolish, manage or control, or aid in or contribute or subscribe towards the promotion, erection, construction, equipment, maintenance, improvement, enlargement, reduction, alteration, working, management or control of works, undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works,

undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works, carrying undertakings, by land and water, fortifications, markets, exchanges, mints, public and private buildings, whether necessary or convenient for the purposes of the Company or for any of its businesses, or for sale or hire to, or in return for any consideration from, any other companies or persons, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (I) To carry on the business of ship owners, shipbrokers or managers, shipwrights, shippers, carriers, freight contractors, wharfingers, lightermen, dock proprietors, barge owners, and ship breakers.
- (J) To adopt such means of making known the products of and business carried on by the Company as may seem expedient, and in particular by advertising in the press, by circulars or purchase and exhibition of works of art and interest.
- (K) To acquire by purchase, lease, exchange or otherwise lands, buildings, tenements, property and hereditaments of any tenure or any estate or interest therein, and any rights over or connected with any such lands, buildings, tenements, property and hereditaments, and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and either to hold such lands, buildings, tenements, properties and rights as investments or to sell, exchange, develop, turn to account or otherwise deal with the same in such manner as the Company shall think fit.
- (L) To acquire, erect, contract for the erection of or otherwise become possessed of or entitled to buildings of all kinds situate on the property of the Company or otherwise, and to renovate, reconstruct, replace, extend, add to, preserve, modify, enlarge, rebuild, improve or alter existing buildings.
- (M) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors,

be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (N) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (O) 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, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (P) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly, and to give any guarantee, with or without such security, for the performance of any of the matters aforesaid, and, without prejudice to the generality of the foregoing, either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, loan stock or other securities of any company which is for the time being the Company's holding company.
- (Q) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (R) To lend money with or without security and give credit to such persons and companies, and on such terms, as may seem expedient, and in particular to

Directors, Officers or Members of the Company and to employees of the Company and to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons or companies.

- (S) To grant pensions, allowances, gratuities and bonuses to officers (including Directors), 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 dependants or connections, and to establish, support or subscribe to any charitable funds, institutions, associations or conveniences, 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.
- (T) To draw, make, accept, endorse, negotiate, issue, discount and execute promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (U) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to purchase, subscribe for or otherwise acquire, hold, sell and dispose of in any manner any real or personal property of any description, including lands, buildings and hereditaments, shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action, and securities (whether fully or partly paid up) issued or guaranteed by any company constituted in any part of the world (whether with limited or unlimited liability), and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to sell all or any of such shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action and securities or otherwise deal with the same as may from time to time be determined.
- (V) 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.

- (W) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (X) To enter into any partnership or joint-purse arrangement or any arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm, partnership or person carrying on or proposing to carry on any business within the objects of this Company or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Y) To acquire and hold or dispose of 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 company carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Z) To promote or form or assist in the promotion or formation of any other company or companies, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this Company, or any property in which the Company is interested or for any other purpose whatsoever, and to assist such companies or company by paying or contributing towards the preliminary expenses, or providing the whole or part of the capital thereof, or by taking or subscribing for shares of any class therein, or by lending money thereto upon debentures or otherwise, and further to pay out of the funds of the Company all expenses of and incident

to the formation, registration, advertising and establishment of this or any other company, and also all expenses attending the issue of any circular or notice, or the printing, stamping and circulating of proxies or forms to be filled up by the shareholders of this, or connected with this or any other company.

- (AA) 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 or possessed of property suitable for the purposes of the Company.
- (BB) To apply for, purchase, or otherwise acquire and to keep in force, any secret processes, patents, brevets d'invention, trade marks, registered designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used by or for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (CC) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, surrender, mortgage, charge, dispose of, grant licences, easements and other rights of, in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property, assets and effects for the time being of the Company or any part thereof respectively, for such consideration and upon such terms as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (DD) To amalgamate with any other company in the United Kingdom or elsewhere whose objects or businesses are similar to any objects or object or the business or any part of the business of this Company, or include any object similar to any object of this Company, and whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, and the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any of the shares or stock, debentures or securities of this or any such other company as aforesaid, or by partnership, or any

arrangement of the nature of partnership, or in any other manner whatsoever.

- (EE) To pay all expenses incurred in connection with the formation, promotion, and incorporation of the Company, and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same, and to pay commissions and to remunerate brokers and others for services rendered in connection with procuring or agreeing to procure subscriptions (whether absolutely or conditionally), underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or debenture stocks or other securities of this Company or any company promoted by this Company.
- (FF) To give to any person, firm or company subscribing or procuring subscriptions for the capital of, or rendering financial or other assistance to this Company, or any company or undertaking in which this Company is interested, in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient.
- (GG) To obtain from any governments or authorities, supreme, municipal, local or otherwise, any rights, privileges or concessions, and to procure the Company to be registered or recognised in any country or place in any part of the world.
- (HH) 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.
- (II) To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise, and to receive money and fees on deposit at interest or otherwise.
- (JJ) 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, sub-contractors, trustees or otherwise.
- (KK) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be treated as independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or from the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

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

Roger Rosswick,
1, Threadneedle Street,
London, E.C.2.

One (1)

Chartered Accountant

David Wilson
1, Threadneedle Street,
London, E.C.2.

Solicitor

One (1)

DATED this 29th day of November, 1962.

WITNESS to the above Signatures :-

B.C.P. Kennedy,
1, Threadneedle Street,
London, E.C.2.

Solicitor



No. 742961

GEORGE COHEN MACHINERY LIMITED

At an Extraordinary General Meeting convened and held at 600 Wood Lane, London, W.12., on the 17th day of January, 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

"That Article 16 of the Company's Articles of Association be amended by the addition of the following words :- "the term "Regional Directors" shall include Local Directors or such other title or description of office as the Directors may determine.""

CYRIL M. COHEN

Chairman.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GEORGE COHEN MACHINERY LIMITED

PRIVATE COMPANY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and accordingly the Company is a private company.

PRELIMINARY

2. Regulations 24, 53, 75, 79, 88 to 94 (inclusive), 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, 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 as provided by section 57 of the Act.

NOTICE OF GENERAL MEETINGS

4. A proxy shall be entitled to one vote on a show of hands and regulation 62 of Table A, Part I, shall be amended accordingly.

DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two and there shall be no maximum number. The first Directors of the Company shall be appointed by a memorandum under the hands of the signatories to these presents, and it shall not be necessary to hold any meeting for the purpose.

6. The Directors shall be entitled to be refunded their reasonable and proper expenses incurred in and about the business of the Company including travelling, hotel and other incidental expenses of attending Board Meetings or Meetings of any committee or of visits on the Company's business, and the Directors shall have power in addition to refunding expenses to agree an annual allowance to cover entertainment and other similar expenses incurred for the benefit of the Company.

BORROWING POWERS

7. 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 and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

8. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered and shall be entitled to vote thereon, and paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be amended accordingly.

9. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

10. Any Director may from time to time appoint any person who is approved by the other Directors to be an Alternate or Substituted Director. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director

any
number
by
these
meeting
their
the
and
or
's
ion to
ver
the
s
rt
d
any
third
contract
or the
is
part I,
gn a
tors
d
erson
nate
is
notice
to
ation
ector
or

appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

11. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated :-

- (1) if by one month's notice in writing to the Company he resigns the office of Director.
- (2) if he ceases to be a Director by virtue of Section 182 of the Act.
- (3) if he becomes bankrupt or enters into any arrangement with his creditors.
- (4) if he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) if he becomes of unsound mind.
- (6) if he be removed from office under regulation 96 of Table A, Part I.
- (7) if he be requested in writing by all his co-Directors to resign.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

14. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

EXECUTIVE DIRECTORS

15. (A) The Directors may from time to time appoint one or more of their body to be Chairman or Vice-Chairman of the Board or to be holder of any other executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) Such an appointment of a Director to the office of Managing or Joint Managing Director shall be subject to determination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(C) Such an appointment of a Director to any other salaried office shall be subject to determination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any such contract of service between him and the Company.

(D) The Directors may entrust to and confer upon the Chairman and Vice-Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

REGIONAL DIRECTORS

16. The Directors may from time to time appoint any person or persons who shall be engaged in the service or employment of the Company to be Regional Directors. The tenure of office and remuneration of Regional Directors shall be from time to time determined by the Directors and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by resolution of the Directors. A person appointed a Regional Director shall not thereby become or be deemed to have become a Director of the Company for any of the purposes of these Articles or of the Act.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 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 or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Rosswick,
1, Threadneedle St,
London, E.C.2.

Chartered Accountant

David Wilson,
1, Threadneedle St,
London, E.C.2.

Solicitor

Dated the 29th day of November, 1962.

WITNESS to the above Signatures:-

B.C.P. Kennedy
1, Threadneedle St,
London, E.C.2.

Solicitor

GEORGE COHEN MACHINERY.....LIMITED

SECTION 200 OF THE COMPANIES ACT, 1948, THAT:-

HEREBY NOTIFIES YOU IN ACCORDANCE WITH THE PROVISIONS OF THE APPOINTMENT OF A NEW DIRECTOR OF A JAILING

1. ... from the 27th May, 1968.

Mr. Arthur Lunley Fewster be appointed a Director.

The following Directors have resigned from the Board:

Ian Gordon Beaton,	David William Cooper,	John Simpson
--------------------	-----------------------	--------------

PARTICULARS OF NEW DIRECTOR* ON SECRETARY.
* SECRETARY FOR A SECRETARY.

PARTICULARS OF THE COMPANY (COLUMNS 1, 2 AND 4 ONLY NEED BE COMPLETED FOR A SECRETARY)					BUSINESS OCCUPATION AND PARTICULARS OF OTHER DIRECTORSHIPS	
1 NAME IN THE CASE OF AN INDIVIDUAL, PRESENT CHRISTIAN NAME OR NAMES AND SURNAME IN THE CASE OF A CORPORATION, THE CORPORATE NAME	2 ANY FORMER CHRISTIAN NAME OR NAMES AND SURNAME	3 NATIONALITY	4 USUAL RESIDENTIAL ADDRESS (IN THE CASE OF A CORPORATION, THE REGISTERED OR PRINCIPAL OFFICE)			
Arthur Lumley Fenster		British	Ragworth, Skinners Lane, Ashtead, Surrey.	Company Director & Accountant		
					<i>Arthur Fenster</i>	

May. 1968

SIGNATURE _____

1968

STATE WHETHER INDEXED OR SECRETARY

[illegible]

NOTES.

- "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of the Company are accustomed to act.
- † "Christian name" includes a forename, and "surname," in the case of a peer or person usually known by a title different from his surname, the name by which he was known.
- "Former Christian name" and "former surname" do not include—
 - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
 - (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the passing of any Act, or has been changed or disused for a period of not less than twenty years, or having the name attained the age of eighteen years or

THE MARGIN IS RESERVED FOR BINDING, AND MUST NOT BE WRITTEN ACROSS.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF

GEORGE CONEN MACHINERY LIMITED

Incorporated the 4th day of December 1962

Simmons & Simmons,
Solicitors,
1, Threadneedle Street, E.C.2.
S. 1977, July 1, 1936.



No 742961



Certificate of Incorporation.

I HEREBY CERTIFY, that GEORGE COHEN MACHINERY 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 December, One Thousand Nine Hundred and Sixty Two.

L.S. WHITFIELD.

Assistant Registrar of Companies

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GEORGE COHEN MACHINERY LIMITED

1. The name of the Company is "GEORGE COHEN MACHINERY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To carry on business as manufacturers of, merchants and dealers in, and to maintain, repair, convert, alter, and let on hire, machinery, plant, vessels, implements, tools, equipment, apparatus, mechanisms and appliances of all kinds, and to undertake and execute any contracts for works involving the supply or use of any of the aforesaid, and to carry out ancillary or other works comprised in such contracts.
 - (B) To carry on business as mechanical, hydraulic, constructional, civil, electrical, marine and aeronautical engineers; manufacturers of and merchants and dealers in iron, steel, brass and other ferrous and non-ferrous metals, powder metals, rubber, woods, plastics, chemicals, liquids and all other materials whatsoever; metallurgists, metal founders, metal workers, tool makers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, water supply engineers, gas makers, farmers, carriers and general merchants and commission agents, iron and steel masters, colliery proprietors, mine owners and workers, iron, steel and brass founders, tube makers, wire-drawers, galvanisers, japanners, platers and enamellers, packing

case and box makers, carpenters, printers, paper and cardboard manufacturers and dealers.

- (C) To build, maintain, repair, buy, sell and let on hire, motor cars, motor cycles, bicycles, vans, carts, lorries, trucks, and other vehicles, railway wagons and trucks and other rolling stock, barges, boats, ships and other vessels, tanks, missiles, arms and weapons of every sort, whether for warlike, sporting or other purposes, helicopters, hovercraft, aeroplanes, airships and aircraft of all kinds and every kind of component, fitting and accessory for any of the aforesaid.
- (D) To carry on any business relating to the winning, working and reduction, and refining of minerals and ores of every description, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with any engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (E) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, metals, residues, and things capable of being used in connection with metallurgical operations.
- (F) To erect, maintain and use boilers, tanks, buildings and other works for the manufacture, storage and supply of any of the aforesaid products.
- (G) To promote, erect, construct, equip, maintain, improve, enlarge, reduce, alter, work or dismantle or demolish, manage or control, or aid in or contribute or subscribe towards the promotion, erection, construction, equipment, maintenance, improvement, enlargement, reduction, alteration, working, management or control of works, undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works,

undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works, carrying undertakings, by land and water, fortifications, markets, exchanges, mints, public and private buildings, whether necessary or convenient for the purposes of the Company or for any of its businesses, or for sale or hire to, or in return for any consideration from, any other companies or persons, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (I) To carry on the business of ship owners, shipbrokers or managers, shipwrights, shippers, carriers, freight contractors, wharfingers, lightermen, dock proprietors, barge owners, and ship breakers.
- (J) To adopt such means of making known the products of and business carried on by the Company as may seem expedient, and in particular by advertising in the press, by circulars or purchase and exhibition of works of art and interest.
- (K) To acquire by purchase, lease, exchange or otherwise lands, buildings, tenements, property and hereditaments of any tenure or any estate or interest therein, and any rights over or connected with any such lands, buildings, tenements, property and hereditaments, and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and either to hold such lands, buildings, tenements, properties and rights as investments or to sell, exchange, develop, turn to account or otherwise deal with the same in such manner as the Company shall think fit.
- (L) To acquire, erect, contract for the erection of or otherwise become possessed of or entitled to buildings of all kinds situate on the property of the Company or otherwise, and to renovate, reconstruct, replace, extend, add to, preserve, modify, enlarge, rebuild, improve or alter existing buildings.
- (M) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors,

be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (N) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (O) 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, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (P) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly, and to give any guarantee, with or without such security, for the performance of any of the matters aforesaid, and, without prejudice to the generality of the foregoing, either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, loan stock or other securities of any company which is for the time being the Company's holding company.
- (Q) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (R) To lend money with or without security and give credit to such persons and companies, and on such terms, as may seem expedient, and in particular to

- Directors, Officers or Members of the Company and to employees of the Company and to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons or companies.
- (S) To grant pensions, allowances, gratuities and bonuses to officers (including Directors), 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 dependants or connections, and to establish, support or subscribe to any charitable funds, institutions, associations or conveniences, 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.
- (T) To draw, make, accept, endorse, negotiate, issue, discount and execute promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (U) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to purchase, subscribe for or otherwise acquire, hold, sell and dispose of in any manner any real or personal property of any description, including lands, buildings and hereditaments, shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action, and securities (whether fully or partly paid up) issued or guaranteed by any company constituted in any part of the world (whether with limited or unlimited liability), and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to sell all or any of such shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action and securities or otherwise deal with the same as may from time to time be determined.
- (V) 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.

- (W) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (X) To enter into any partnership or joint-purse arrangement or any arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm, partnership or person carrying on or proposing to carry on any business within the objects of this Company or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Y) To acquire and hold or dispose of 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 company carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (Z) To promote or form or assist in the promotion or formation of any other company or companies, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this Company, or any property in which the Company is interested or for any other purpose whatsoever, and to assist such companies or company by paying or contributing towards the preliminary expenses, or providing the whole or part of the capital thereof, or by taking or subscribing for shares of any class therein, or by lending money thereto upon debentures or otherwise, and further to pay out of the funds of the Company all expenses of and incident

to the formation, registration, advertising and establishment of this or any other company, and also all expenses attending the issue of any circular or notice, or the printing, stamping and circulating of proxies or forms to be filled up by the shareholders of this, or connected with this or any other company.

- (AA) 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 or possessed of property suitable for the purposes of the Company.
- (BB) To apply for, purchase, or otherwise acquire and to keep in force, any secret processes, patents, brevets d'invention, trade marks, registered designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used by or for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (CC) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, surrender, mortgage, charge, dispose of, grant licences, easements and other rights of, in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property, assets and effects for the time being of the Company or any part thereof respectively, for such consideration and upon such terms as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (DD) To amalgamate with any other company in the United Kingdom or elsewhere whose objects or businesses are similar to any objects or object or the business or any part of the business of this Company, or include any object similar to any object of this Company, and whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, and the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any of the shares or stock, debentures or securities of this or any such other company as aforesaid, or by partnership, or any

arrangement of the nature of partnership, or in any other manner whatsoever.

- (EE) To pay all expenses incurred in connection with the formation, promotion, and incorporation of the Company, and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same, and to pay commissions and to remunerate brokers and others for services rendered in connection with procuring or agreeing to procure subscriptions (whether absolutely or conditionally), underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or debenture stocks or other securities of this Company or any company promoted by the Company.
- (FF) To give to any person, firm or company subscribing or procuring subscriptions for the capital of, or rendering financial or other assistance to this Company, or any company or undertaking in which this Company is interested, in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient.
- (GG) To obtain from any Governments or authorities, supreme, municipal, local or otherwise, any rights, privileges or concessions, and to procure the Company to be registered or recognised in any country or place in any part of the world.
- (HH) 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.
- (II) To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise, and to receive money and fees on deposit at interest or otherwise.
- (JJ) 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, sub-contractors, trustees or otherwise.
- (KK) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be treated as independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or from the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions. ✓

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

Roger Rosswick,
1, Threadneedle Street,
London, E.C.2.

One (1)

Chartered Accountant

David Wilson
1, Threadneedle Street,
London, E.C.2.

Solicitor

One (1)

DATED this 29th day of November, 1962.

WITNESS to the above Signatures :-

B.C.P. Kennedy,
1, Threadneedle Street,
London, E.C.2.

Solicitor

The Companies Act, 1948.

C O M P A N Y L I M I T E D B Y S H A R E S .

Articles of Association

OF

GEORGE COHEN MACHINERY LIMITED

PRIVATE COMPANY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and accordingly the Company is a private company.

PRELIMINARY

2. Regulations 24, 53, 75, 79, 88 to 94 (inclusive), 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, 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 as provided by section 57 of the Act.

NOTICE OF GENERAL MEETINGS

4. A proxy shall be entitled to one vote on a show of hands and regulation 62 of Table A, Part I, shall be amended accordingly.

DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two and there shall be no maximum number. The first Directors of the Company shall be appointed by a memorandum under the hands of the signatories to these presents, and it shall not be necessary to hold any meeting for the purpose.

6. The Directors shall be entitled to be refunded their reasonable and proper expenses incurred in and about the business of the Company including travelling, hotel and other incidental expenses of attending Board Meetings or Meetings of any committee or of visits on the Company's business, and the Directors shall have power in addition to refunding expenses to agree an annual allowance to cover entertainment and other similar expenses incurred for the benefit of the Company.

BORROWING POWERS

7. 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 and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

8. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered and shall be entitled to vote thereon, and paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be amended accordingly.

9. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

10. Any Director may from time to time appoint any person who is approved by the other Directors to be an Alternate or Substituted Director. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director

appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

11. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated :-

- (1) if by one month's notice in writing to the Company he resigns the office of Director.
- (2) if he ceases to be a Director by virtue of Section 182 of the Act.
- (3) if he becomes bankrupt or enters into any arrangement with his creditors.
- (4) if he is prohibited from being a Director by an order made under any of the provisions of section 18 of the Act.
- (5) if he becomes of unsound mind.
- (6) if he be removed from office under regulation 96 of Table A, Part I.
- (7) if he be requested in writing by all his co-Directors to resign.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

14. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

EXECUTIVE DIRECTORS

15. (A) The Directors may from time to time appoint one or more of their body to be Chairman or Vice-Chairman of the Board or to be holder of any other executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) Such an appointment of a Director to the office of Managing or Joint Managing Director shall be subject to determination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(C) Such an appointment of a Director to any other salaried office shall be subject to determination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any such contract of service between him and the Company.

(D) The Directors may entrust to and confer upon the Chairman and Vice-Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

REGIONAL DIRECTORS

16. The Directors may from time to time appoint any person or persons who shall be engaged in the service or employment of the Company to be Regional Directors. The tenure of office and remuneration of Regional Directors shall be from time to time determined by the Directors and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by resolution of the Directors. A person appointed a Regional Director shall not thereby become or be deemed to have become a Director of the Company for any of the purposes of these Articles or of the Act. The term "Regional Directors" shall include Local Directors or such other title or description of office as the Directors may determine.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 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 or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Rosswick,
1, Threadneedle St,
London, E.C.2.

Chartered Accountant

David Wilson,
1, Threadneedle St,
London, E.C.2.

Solicitor

Dated the 29th day of November, 1962.

WITNESS to the above Signatures:-

D.C.P. Kennedy
1, Threadneedle St,
London, E.C.2.

Solicitor

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

GEORGE CONNOR MACHINERY LIMITED

Incorporated the 4th day of

December 1962

**Simmons & Simmons,
Solicitors,**

1, Threadneedle Street, E.C.2.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

GCM 600 LIMITED

Incorporated the 4th day of December 1962

Simmons & Simmons,
Solicitors,
14, Dominion Street,
London EC2M 2RJ

Ref. 5/F.72559/AC/ABR

4 JAN 89

No. 742961

GEORGE COHEN MACHINERY LIMITED

At an Extraordinary General Meeting convened and held at 600 Wood Lane, London, W.12., on the 17th day of January, 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

"That Article 16 of the Company's Articles of Association be amended by the addition of the following words :- "the term "Regional Directors" shall include Local Directors or such other title or description of office as the Directors may determine.""

CYRIL M. COHEN

Chairman.

No 742961



Certificate of Incorporation.

I HEREBY CERTIFY, that GEORGE COHEN MACHINERY 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 December, One Thousand Nine Hundred and Sixty Two.

L.S. WHITFIELD.

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GCM 600 LIMITED

-
-
- * 1. The name of the Company is "GEORGE COHEN MACHINERY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
- (A) To carry on business as manufacturers of, merchants and dealers in, and to maintain, repair, convert, alter, and let on hire, machinery, plant, vessels, implements, tools, equipment, apparatus, mechanisms and appliances of all kinds, and to undertake and execute any contracts for works involving the supply or use of any of the aforesaid, and to carry out ancillary or other works comprised in such contracts.
- (B) To carry on business as mechanical, hydraulic, constructional, civil, electrical, marine and aeronautical engineers; manufacturers of and merchants and dealers in iron, steel, brass and other ferrous and non-ferrous metals, powder metals, rubber, woods, plastics, chemicals, liquids and all other materials whatsoever; metallurgists, metal founders, metal workers, tool makers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, water supply engineers, gas makers, farmers, carriers and general merchants and commission agents, iron and steel masters, colliery proprietors, mine owners and workers, iron, steel and brass founders, tube makers, wire-drawers, galvanisers, japanners, platers and enamellers, packing
- * By Written Resolution passed on the 21st day of November 1988 signed by all the members of the Company for the time being entitled to attend and vote at General Meetings it was resolved that the name of the Company be changed to GCM 600 Limited.

case and box makers, carpenters, printers, paper and cardboard manufacturers and dealers.

- (C) To build, maintain, repair, buy, sell and let on hire, motor cars, motor cycles, bicycles, vans, carts, lorries, trucks, and other vehicles, railway wagons and trucks and other rolling stock, barges, boats, ships and other vessels, tanks, missiles, arms and weapons of every sort, whether for warlike, sporting or other purposes, helicopters, hovercraft, aeroplanes, airships and aircraft of all kinds and every kind of component; fitting and accessory for any of the aforesaid.
- (D) To carry on any business relating to the winning, working and reduction, and refining of minerals and ores of every description, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with any engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (E) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal and mineral substances of all kinds, buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, metals, residues, and things capable of being used in connection with metallurgical operations.
- (F) To erect, maintain and use boilers, tanks, buildings and other works for the manufacture, storage and supply of any of the aforesaid products.
- (G) To promote, erect, construct, equip, maintain, improve, enlarge, reduce, alter, work or dismantle or demolish, manage or control, or aid in or contribute or subscribe towards the promotion, erection, construction, equipment, maintenance, improvement, enlargement, reduction, alteration, working, management or control of works, undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works,

undertakings, and operations of all kinds, both public and private, and in particular roads, tramways, railways, sidings, stations, terminals, cables, ships, lighters, harbours, piers, docks, quays, wharves, warehouses, stores, bridges, viaducts, aqueducts, reservoirs, embankments, waterworks, watercourses, canals, flumes, irrigations, drainage, saw mills, crushing mills, smelting works, iron, steel, ordnance, engineering and implement works, hydraulic works, gas and electric lighting, electrical works, power supply, quarries, collieries, coke ovens, foundries, boilers, tanks, furnaces, factories, works, carrying undertakings, by land and water, fortifications, markets, exchanges, mints, public and private buildings, whether necessary or convenient for the purposes of the Company or for any of its businesses, or for sale or hire to, or in return for any consideration from, any other companies or persons, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (I) To carry on the business of ship owners, shipbrokers or managers, shipwrights, shippers, carriers, freight contractors, wharfingers, lightermen, dock proprietors, barge owners, and ship breakers.
- (J) To adopt such means of making known the products of and business carried on by the Company as may seem expedient, and in particular by advertising in the press, by circulars or purchase and exhibition of works of art and interest.
- (K) To acquire by purchase, lease, exchange or otherwise lands, buildings, tenements, property and hereditaments of any tenure or any estate or interest therein, and any rights over or connected with any such lands, buildings, tenements, property and hereditaments, and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and either to hold such lands, buildings, tenements, properties and rights as investments or to sell, exchange, develop, turn to account or otherwise deal with the same in such manner as the Company shall think fit.
- (L) To acquire, erect, contract for the erection of or otherwise become possessed of or entitled to buildings of all kinds situate on the property of the Company or otherwise, and to renovate, reconstruct, replace, extend, add to, preserve, modify, enlarge, rebuild, improve or alter existing buildings.
- (M) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors,

be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (N) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (O) 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, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (P) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly, and to give any guarantee, with or without such security, for the performance of any of the matters aforesaid, and, without prejudice to the generality of the foregoing, either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, loan stock or other securities of any company which is for the time being the Company's holding company.
- (Q) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (R) To lend money with or without security and give credit to such persons and companies, and on such terms, as may seem expedient, and in particular to

Directors, Officers or Members of the Company and to employees of the Company and to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons or companies.

- (S) To grant pensions, allowances, gratuities and bonuses to officers (including Directors), 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 person as aforesaid, their dependants or connections, and to establish, support or subscribe to any charitable funds, institutions, associations or conveniences, 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.
- (T) To draw, make, accept, endorse, negotiate, issue, discount and execute promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (U) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to purchase, subscribe for or otherwise acquire, hold, sell and dispose of in any manner any real or personal property of any description, including lands, buildings and hereditaments, shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action, and securities (whether fully or partly paid up) issued or guaranteed by any company constituted in any part of the world (whether with limited or unlimited liability), and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to sell all or any of such shares, stocks, debentures, debenture stocks, bonds, obligations, choses-in-action and securities or otherwise deal with the same as may from time to time be determined.
- (V) 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.

(AA)

- (W) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(BB)

- (X) To enter into any partnership or joint-purse arrangement or any arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm, partnership or person carrying on or proposing to carry on any business within the objects of this Company or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(CC)

- (Y) To acquire and hold or dispose of 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 company carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(DD)

- (Z) To promote or form or assist in the promotion or formation of any other company or companies, either for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights and liabilities of this Company, or any property in which the Company is interested or for any other purpose whatsoever, and to assist such companies or company by paying or contributing towards the preliminary expenses, or providing the whole or part of the capital thereof, or by taking or subscribing for shares of any class therein, or by lending money thereto upon debentures or otherwise, and further to pay out of the funds of the Company all expenses of and incident

to the formation, registration, advertising and establishment of this or any other company, and also all expenses attending the issue of any circular or notice, or the printing, stamping and circulating of proxies or forms to be filled up by the shareholders of this, or connected with this or any other company.

- (AA) 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 or possessed of property suitable for the purposes of the Company.
- (BB) To apply for, purchase, or otherwise acquire and to keep in force, any secret processes, patents, brevets d'invention, trade marks, registered designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used by or for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (CC) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, surrender, mortgage, charge, dispose of, grant licences, easements and other rights of, in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property, assets and effects for the time being of the Company or any part thereof respectively, for such consideration and upon such terms as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (DD) To amalgamate with any other company in the United Kingdom or elsewhere whose objects or businesses are similar to any objects or object of the business or any part of the business of this Company, or include any object similar to any object of this Company, and whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, and the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any of the shares or stock, debentures or securities of this or any such other company as aforesaid, or by partnership, or any

arrangement of the nature of partnership, or in any other manner whatsoever.

- (EE) To pay all expenses incurred in connection with the formation, promotion, and incorporation of the Company, and any company formed by the Company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company to pay the same, and to pay commissions and to remunerate brokers and others for services rendered in connection with procuring or agreeing to procure subscriptions (whether absolutely or conditionally), underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or debenture stocks or other securities of this Company or any company promoted by this Company.
- (FF) To give to any person, firm or company subscribing or procuring subscriptions for the capital of, or rendering financial or other assistance to this Company, or any company or undertaking in which this Company is interested, in addition to any other form of remuneration, the right to subscribe for and receive an allotment of any of the shares or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient.
- (GG) To obtain from any governments or authorities, supreme, municipal, local or otherwise, any rights, privileges or concessions, and to procure the Company to be registered or recognised in any country or place in any part of the world.
- (HH) 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.
- (II) To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise, and to receive money and fees on deposit at interest or otherwise.
- (JJ) 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, sub-contractors, trustees or otherwise.
- (KK) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be treated as independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or from the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

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

Roger Rosswick,
1, Threadneedle Street,
London, E.C.2.

One (1)

Chartered Accountant

David Wilson
1, Threadneedle Street,
London, E.C.2.

One (1)

Solicitor

DATED this 29th day of November, 1962.

WITNESS to the above Signatures :-

B.C.P. Kennedy,
1, Threadneedle Street,
London, E.C.2.

Solicitor

COMPANY LIMITED BY SHARES.

Articles of Association

OF

* GCM 600 LIMITED

PRIVATE COMPANY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and accordingly the Company is a private company.

PRELIMINARY

2. Regulations 24, 53, 75, 79, 88 to 94 (inclusive), 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The shares in the capital of the Company shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, 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 as provided by section 57 of the Act.

NOTICE OF GENERAL MEETINGS

4. A proxy shall be entitled to one vote on a show of hands and regulation 62 of Table A, Part I, shall be amended accordingly.

* By Written Resolution passed on the 21st day of November 1988 signed by all the members of the Company for the time being entitled to attend and vote at General Meetings it was resolved that the name of the Company be changed to GCM 600 Limited.

DIRECTORS

5. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two and there shall be no maximum number. The first Directors of the Company shall be appointed by a memorandum under the hands of the signatories to these presents, and it shall not be necessary to hold any meeting for the purpose.

6. The Directors shall be entitled to be refunded their reasonable and proper expenses incurred in and about the business of the Company including travelling, hotel and other incidental expenses of attending Board Meetings or Meetings of any committee or of visits on the Company's business, and the Directors shall have power in addition to refunding expenses to agree an annual allowance to cover entertainment and other similar expenses incurred for the benefit of the Company.

BORROWING POWERS

7. 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 and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

8. Notwithstanding a Director is interested in any contract or arrangement with the Company he shall be counted for the purpose of a quorum at any meeting at which the same is considered and shall be entitled to vote thereon, and paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be amended accordingly.

9. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

10. Any Director may from time to time appoint any person who is approved by the other Directors to be an Alternate or Substituted Director. The appointee while he holds office as an Alternate Director shall be entitled to notice of the meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director appointing him but he shall not require any qualification and shall not be entitled to be remunerated as a Director otherwise than out of the remuneration of the Director

appointing him. An appointment so made may be revoked at any time by the appointor and shall cease if the appointor ceases to be a Director. An appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company.

11. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Company for the time being vested in or exercisable by the Directors generally.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated :-

- (1) if by one month's notice in writing to the Company he resigns the office of Director.
- (2) if he ceases to be a Director by virtue of Section 182 of the Act.
- (3) if he becomes bankrupt or enters into any arrangement with his creditors.
- (4) if he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) if he becomes of unsound mind.
- (6) if he be removed from office under regulation 96 of Table A, Part I.
- (7) if he be requested in writing by all his co-Directors to resign.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

14. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

EXECUTIVE DIRECTORS

15. (A) The Directors may from time to time appoint one or more of their body to be Chairman or Vice-Chairman of the Board or to be holder of any other executive office on such terms and (subject as herein mentioned) for such period as they think fit.

(B) Such an appointment of a Director to the office of Managing or Joint Managing Director shall be subject to determination if he ceases from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(C) Such an appointment of a Director to any other salaried office shall be subject to determination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any such contract of service between him and the Company.

(D) The Directors may entrust to and confer upon the Chairman and Vice-Chairman and upon a Director holding any such executive office as aforesaid any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

REGIONAL DIRECTORS

16. The Directors may from time to time appoint any person or persons who shall be engaged in the service or employment of the Company to be Regional Directors. The tenure of office and remuneration of Regional Directors shall be from time to time determined by the Directors and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by resolution of the Directors. A person appointed a Regional Director shall not thereby become or be deemed to have become a Director of the Company for any of the purposes of these Articles or of the Act. The term "Regional Directors" shall include Local Directors or such other title or description of office as the Directors may determine.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 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 or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Roger Rosswick,
1, Threadneedle St,
London, E.C.2.

Chartered Accountant

David Wilson,
1, Threadneedle St,
London, E.C.2.

Solicitor

Dated the 29th day of November, 1962.

WITNESS to the above Signatures:-

B.C.P. Kennedy
1, Threadneedle St,
London, E.C.2.

Solicitor

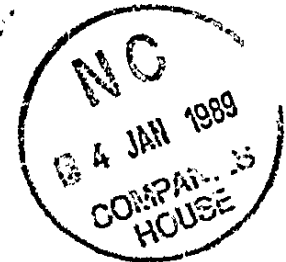


KWT
12/1

Company No. 742961

THE COMPANIES ACT 1948

WRITTEN RESOLUTION
OF
GEORGE CONNOR MACHINERY LIMITED



Pursuant to Regulation 50 of Table A in the First Schedule to the Companies (Tables A to E) Regulations 1948, we, the undersigned being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution as a Special Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED that the name of the Company be changed to:
GCM 600 LIMITED.

Dated the 21st November, 1988.

for and on behalf of
THE 600 GROUP PLC

.....

.....

NW/E40/103485.

[Signature].....

[Signature].....

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 742961

I hereby certify that

GEORGE COHEN MACHINERY LIMITED

having by special resolution changed its name.

is now incorporated under the name of

GCM 600 LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12 JANUARY 1989

S. M. Phillips
S.M. PHILLIPS

an authorised officer

Company No. 742961

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION
of

GCH 600 LIMITED

(Passed the first day of November 1993)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on the first day of November, 1993, the following Resolution was duly passed as an Elective Resolution:-

ELECTIVE RESOLUTION

THAT the Company do elect pursuant to section 252 of the Companies Act 1985 (the "Act") to dispense with the laying of the Company's annual accounts, the reports of the Company's directors, and the reports of the Company's auditors on its annual accounts before the Company in general meeting.

THAT the Company do elect pursuant to section 365A of the Companies Act 1985 to dispense with the holding of annual general meetings.

THAT the Company do elect pursuant to section 386(1) of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.


CHAIRMAN

