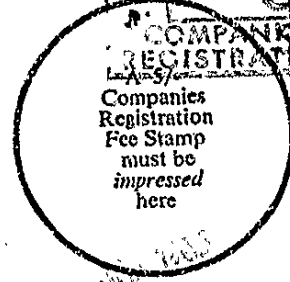
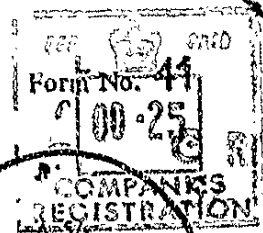


RMC/16269

832988

No. of Company

THE COMPANIES ACT, 1948



DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15(2).

Name of Company

NATIONCLOOM ELECTRONICS Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly and sincerely declare that I am (a) a person named in the Articles of Association as a Secretary of

14

NATIONSLOOM ELECTRONICS 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 7, NEW SQUARE,

ROSEBURY BUILDING, LONDON, W.C.2

the 15th day of December, 1964.
before me.

Thomas Arthur Herbert

R. Mackford

(b) A Commissioner of Oaths.

- (a) "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,"
(b) or Notary Public or Justice of the Peace.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: TEMple Bar 8377/8, 2294/5

RMC/16269

No. of Company **832988**

Form No. **25**

**THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933**



C.C.D.
10/-

NATIONSLOOM ELECTRONICS LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891,
(Note.--The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

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

The NOMINAL CAPITAL of

NATIONSLOOM ELECTRONICS Limited

is **£100**, divided into **100** shares of **£1** each.

Signature

Thos A. Herbert
J. A. H.

Description Secretary

Date **15th December, '964.**

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377, 8378, 2294, 2295

The Companies Act, 1948

£02.15

C.R. £2.-5
Gen. 10/-

COMPANY LIMITED BY SHARE REGISTRATION

832988

3

Memorandum of Association

OF



NATIONSLOOM ELECTRONICS LIMITED

REGD
1 JAN 1965

1. The name of the Company is: - "NATIONSLOOM ELECTRONICS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are: -
 - (a) To carry on the business or businesses of Electronic and Automation Engineers, consultants, designers, and manufacturers, importers, exporters, wholesale and retail dealers of and in all kinds of industrial processes, heating, industrial and other electronic controls in all their branches; plastic and general welders of all materials whether made of plastic, steel, iron, glass, fibres or any other substances or combination of substances; radio and television, electrical, hydraulic, pneumatic and mechanical engineers in all their branches; metal and plastic workers in all their branches; packers, canners, preservers, food and produce processing in all their branches, importers, exporters, wholesale and retail dealers in all kinds of foods and provisions; iron-founders and glass founders, brassfounders, tinsmiths, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metallurgists, electrical engineers, gas-makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

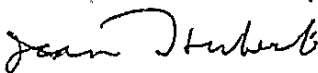

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

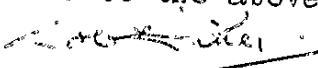
5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and descriptions of Subscribers	Number of Shares taken by each subscriber
 Jean Herbert, 156, Strand, London, W.C.2. Company Director.	/ ONE
 Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2. Barrister-at-Law.	/ ONE

DATED the 5th day of December, 1964.

WITNESS to the above ⁴signatures:-


 Robert Little,
 19 Walker Street,
 Edinburgh, 3.

Secretary.

The Companies Act, 1948

832938

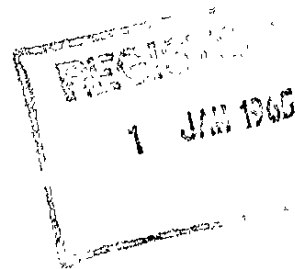
COMPANY LIMITED BY SHARES



Articles of Association

OF

NATIONSLOOM ELECTRONICS LIMITED



PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

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

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert

Jean Herbert,
156, Strand,
London, W.C.2.

Company Director.

Thomas Herbert

Thomas Arthur Herbert, LL.B.,
156, Strand,
London, W.C.2.

Barrister-at-Law.

DATED the 5th day of December, 1964.

WITNESS to the above signatures:-

~~Christine Freda Herbert,~~
~~156, Strand,~~
~~London, W.C.2.~~
~~Company Director.~~

Robert Little
~~Robert Little,~~
~~19 Walker Street,~~
~~Edinburgh, 3.~~
Secretary.

DUPLICATE FOR THE FILE.

No. 832980



Certificate of Incorporation

I Hereby Certify that

NATIONSLOOM ELECTRONICS LIMITED

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

Given under my hand at London this FIRST DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L. S. Whitfield

Assistant Registrar of Companies.

Certificate
received by }

Date

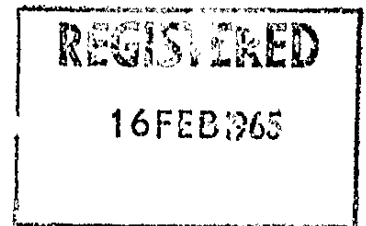
No. of Company 832988



The Companies Act 1948

Special Resolution
of
NATIONSLOOM ELECTRONICS LTD.

passed
21st. January, 1965.



At an Extraordinary General Meeting duly convened and held at
the Registered Office, 15/16, Bedford Street, Strand, W.C.2. on
21st. January, 1965 the following Special Resolution was duly passed, viz:-

SPECIAL RESOLUTION

That the Company's name be changed to M.W.L. Electronics Limited

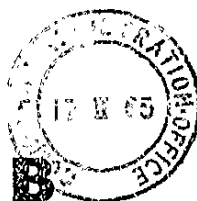
.....
Chairman.

We certify that to the best of our knowledge and belief the conditions
mentioned in sub-section (2) of Section 129, Companies Act 1948 and
satisfied at the date of this Special Resolution, and have been satisfied
at all times since 1st. January, 1965.

.....
Director.

.....
Secretary.

No. 832988



Reference: C.R. 98/283/65

BOARD OF TRADE

COMPANIES ACT, 1948

NATIONSLOOM ELECTRONICS LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

M.W.L. ELECTRONICS LIMITED

REGISTERED

19 FEB 1965

Signed on behalf-of-the-Board of Trade

this NINETEENTH DAY OF FEBRUARY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Authorised in that behalf by the
President of the Board of Trade

C.60

K7753 M737848/1621 10,000 4/64 KP3601

DUPLICATE FOR THE FILE

o. 832988



Certificate of Incorporation on Change of Name

Whereas

NATIONSLOOM ELECTRONICS LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the FIRST DAY OF JANUARY, 1965

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

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

M.W.L. ELECTRONICS LIMITED

Given under my hand at London, this NINETEENTH DAY OF FEBRUARY
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

POG

L.S. Whitfield

Assistant Registrar of Companies.

Date

19/2/65

No. of
COMPANY 832988

137
THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

M. W. L. ELECTRONICS LIMITED

PASSED THE FIRST DAY OF FEBRUARY 1980

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY,
DULY CONVENED AND HELD AT 112 BECKENHAM ROAD, BECKENHAM, KENT,
ON THE FIRST DAY OF FEBRUARY 1980, THE FOLLOWING RESOLUTIONS
WERE DULY PASSED:-

To increase the Authorised Share Capital of the Company from
£100 to £5000 by the creation of 4900 additional ordinary
shares of £1. each to rank pari passu in all respects with the
existing shares

The issue of forty-nine bonus Shares, to be treated as fully
paid, for every one Share at present held.

SIGNED

SECRETARY
OF COMPANY

DATE

[Signature]
(Secretary)
21/2/1980



Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

40

832988

Name of Company

delete if
inappropriate

M. W. L. ELECTRONICS	Limited*
----------------------	----------

delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 1st FEBRUARY, 1980

the nominal capital of the company has been increased by the addition thereto of the sum of

£4,000 beyond the registered capital of £1000

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
4,000	ORDINARY	£1.

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

(If any of the new shares are preference shares state whether they are redeemable or not)

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:TO RANK PARi - PARi WITH EXISTING
ORDINARY SHARESPlease tick here if
continued overleaf☐

Signed

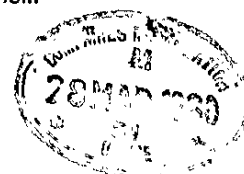
[Director] [Secretary] Date

28/3/80

Presenter's name, address and
reference (if any):W. A. KENZIE & Co,
10, CLIVE AVENUE,
FARNBOROUGH,
ORLINGTON, KENT. BR6 7DZ
DAM/DAMCFor official use
General section

Post room

50



Number of } 832988
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

M.W.L. ELECTRONICS LIMITED

Passed 22nd February, 19 88

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 112 Beckenham Road, Beckenham, Kent

on the 22nd day of February, 19 88 the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

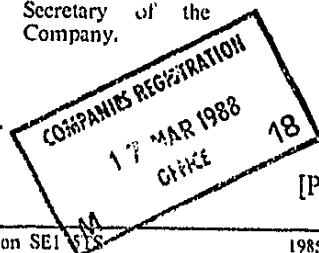
That the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in a print annexed hereto and for the purposes of identification initialled by the Chairman.

Signature

[Signature] Chairman
[Signature] Secretary

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

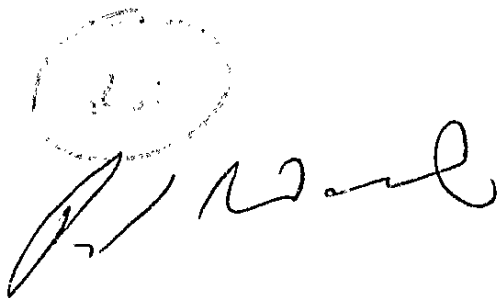


[P.T.O.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 1TC

"3. To carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company."



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

OF M.W.L. ELECTRONICS LIMITED

Incorporated 1st January 1965

Company No. 832988

M.W. DOUGLAS & COMPANY LIMITED
Crown House,
2 Crown Dale,
London, SE19 3NQ.

Telephone: 01 761 1176/7
Telex: 833334
Fax: 01 761 7486



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

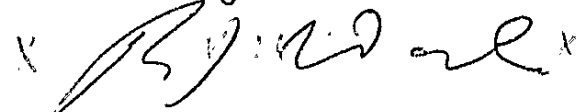
OF

M.W.L. ELECTRONICS LIMITED

Certified to be a true copy of the

Memorandum of Association as altered
by special resolution passed on the

22nd day of February 1988



Director

1. The Name of the Company is:- "M.W.L. Electronics Limited".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

(a) To carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses flats, apartments, service suites, hotels, conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this company is a Member or which are in any manner controlled by, or connected with this Company.

- (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.
- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is:- £5,000 divided into 5,000 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as voting or otherwise, as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of Shares Taken by each Subscriber
Jean Herbert, 156 Strand, London, WC2 Company Director	ONE
Thomas Arthur Herbert LL.B., 156 Strand, London, WC2 Barrister-at-Law	ONE

Dated the 5th day of December 1964

Witness to the above Signatures:

Robert Little,
19 Walker Street,
Edinburgh, 3.

Secretary.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

M.W.L. ELECTRONICS LIMITED

PRELIMINARY

1. The regulations contained in part I of Table A in the First Schedule to The Companies Act, 1948 (Such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies:

and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, Exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration;

and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

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

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jean Herbert
156 Strand,
London, WC2

Company Director

Thomas Arthur Herbert, LL.B.;
156 Strand,
London, WC2.

Barrister-at-Law

Dated the 5th day of December 1964

WITNESS to the above Signatures:-

Robert Little,
19 Walker Street,
Edinburgh, 3.

Secretary