

No. of Company 889933/1

THE COMPANIES ACT, 1948.

**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application
for registration of Company.**

Pursuant to Section 15(2) of Companies Act, 1948

FILED
18 OCT 1966

CHER WOODNUTT Limited

I, Helen Jean Arche
of 33 Audlem Road, Twich, Cheshire.
do Solemnly and Sincerely Declare that I am (A) person named in the Articles
of Association as Secretary

of Archer Woodnutt 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 Mantwich
Cheshire
the 7th day of October
One Thousand Nine Hundred and
only six

H. J. Archer

Before Me, [Signature]
A Commissioner for Oaths (B)

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or
"A Person named in the Articles of Association as a Director" or
"A Person named in the Articles of Association as Secretary".
(B) or a Notary Public or Justice of the Peace.

Presented for Filing by

HART & Co. (BUSH HOUSE) LIMITED.
Company Registration Agents
1/3 Leonard Street, City Road, E.C.2.

8899352

Certificate No.....

CC/52-10-0
Form No. 25.COMPAN LIMITED BY SHARES

Statement of the Nominal Capital of

ARCH WOODNUTT

Limited

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

THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 500

REGISTERED
18 OCT 1966

(Signature) *H. J. Archer*

(Officer) Secretary

Dated the *7th* day of *October* 19*66*

Presented for Filing by

HART & CO. (BUSH HOUSE) LIMITED
Company Registration Agents
1/3 Leonard Street, City Road, E.C.2.

HART & CO. (BUSH HOUSE) LTD.
COMPANY REGISTRATION AGENTS

1-3 LEONARD STREET, CITY ROAD.

13 OCT 1966

This margin is reserved for stamping

CR 52-50
60 10/-

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

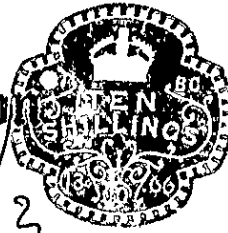
REGISTERED

18 OCT 1966

ARCHER WOODNUTT LIMITED.

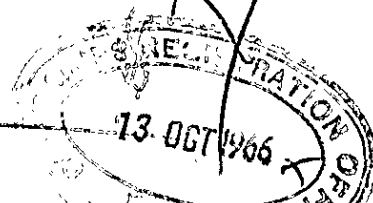
OF

889933



3

1. The name of the Company is Archer Woodnutt 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 sheet metal workers of every description; to carry on business as designers and suppliers of jigs and tools, and of general machinery of every kind; to carry on business as precision and general engineers, and as toolmakers and metal workers of every description; and to carry on any other trade or business, which can, in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses, or is calculated, directly or indirectly, to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses either together as a single business or as separate and distinct businesses in any part of the world.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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 such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Assurance Companies Act 1909, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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 special rights or restrictions in respect of dividend repayment of capital, voting 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.

- (R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) 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.
- (Y) 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, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £500 divided into 500 shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>P. M. Archer</i> Philip MacIver Archer, 33 Audlem Road, Nantwich Precision Engineer	One
<i>Harold George Woodnutt</i> Harold George Woodnutt, 42 Broughton Lane, Wistaston, Crewe, Precision Engineer	One

Dated the 7th day of October 1966.

Witness to the above Signatures-

H. J. Archer, 33, Audlem Road, Nantwich

COMPANY LIMITED BY SHARES



Articles of Association

OF

ARCHER WOODNUTT LIMITED.



PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and 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 "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act, and provided also that no share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt private company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new, or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

5. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table 'A', dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

LIEN

6. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

12. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

16. The first Secretary of the Company shall be ~~Paul. L. L. L.~~ *H. G. A.*

J. A. HELEN JEAN ARCHER

SEAL

17. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

18. Subject to the Provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

P. M. Archer

Philip MacIver Archer, 33 Audlem Road, Nantwich. Precision Enginaer

Harold George Woodnutt

Harold George Woodnutt, 42 Broughton Lane, Wistaston, Crewe. Precision Engineer.

Dated the 7th day of October 1966.

Witness to the above Signatures-

H. J. Archer, 33 Audlem Road, Nantwich.

C.173

DUPLICATE FOR THE FILE.

No. 009933



Certificate of Incorporation

I Hereby Certify that

ARCHER WOODNUTT LIMITED

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

Given under my hand at London this EIGHTEENTH DAY OF OCTOBER
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield.
Assistant Registrar of Companies.

Certificate
received by }

Date

18 OCT 1966

Number of } 889933
Company }
18

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

Insert the
Name
of the
Company {
ARCHER WOODNUTT
LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

Presented by

Walker, Smith & Way,

26, Nicholas Street,

Chester.

Presentor's Reference... EAD/J



Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS
24 SEP 1975

To THE REGISTRAR OF COMPANIES,

*"Ordinary",
"Extra-
ordinary", or
"Special".

Archer Woodhutt Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act 1948, that by an*.....Ordinary.....
Resolution of the Company dated the 15th.....day of.....September.....1975..
the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 9,500.....beyond the registered capital
of £ 500.....

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
9,500	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—

Ranking pari passu in all respects with existing Ordinary Shares

*. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....*B. Woodhutt*.....

State whether Director or Secretary.....*SECRETARY*.....

Dated the 15th.....day of SEPTEMBER.....1975.....

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

Number of } 889933 / 20
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY ~~Special~~ Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

ARCHER WOODNUTT LIMITED

LIMITED

Passed 15th September , 1975 .

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Pit Lane, Talke Pits, Stoke-on-Trent, Staffs.

on the 15th day of September , 1975, the subjoined
~~Special~~ RESOLUTION duly passed, viz. :—
Ordinary

RESOLUTION

"That the capital of the company be increased to £10,000
by the creation of 9,500 ordinary shares of £1 each."

Signature B. Woodnutt

SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

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

889933/30

ARCHER WOODNUTT LIMITED

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD
AT 29 EASTGATE ROW NORTH, CHESTER CH1 1NH, ON 22ND JANUARY 1982

PRESENT: Mr H G Woodnutt
Mr P M Archer

IN ATTENDANCE: Mr J D Gronnow

- 1 Notice. It was resolved that notwithstanding that the Meeting was called by shorter notice than that required by Section 153 of the Companies Act 1948, the Meeting was deemed to be duly called.

ORDINARY RESOLUTION

- 2 Capital. It was resolved that the authorised share capital of the Company be increased to £100,000.
- 3 Issue of Shares. It was resolved that the capital of the Company be increased to £50,000 by the creation of 45,000 Ordinary Shares of £1 each.
- 4 Capitalisation. It was resolved that the sum of £45,000 being part of the amount now standing to the credit of the Profit and Loss Account of the Company, be capitalised and that the same be applied in making payment in full at par for 45,000 Ordinary Shares of £1 each in the capital of the Company, such shares to be distributed as fully paid among the persons who were registered as holders of the Ordinary Shares in the capital of the Company at the closing of the books on 22nd January 1982, at the rate of 9 fully paid Ordinary Shares for every one Ordinary Share of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividends as from 22nd January 1982.

P M Archer
P M Archer
Joint Chairman

H G Woodnutt
H G Woodnutt
Joint Chairman



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

31

889933

Name of Company

ARCHER WOODNUTT

Limited*

*delete if
inappropriate†delete as
appropriate

Note

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

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

~~extraordinary (special)~~ resolution of the company dated 22nd January 1982

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

£90,000 beyond the registered capital of £10,000

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
90,000	Ordinary	£1

(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 PASSU WITH
EXISTING SHARES.Please tick here if
continued overleaf‡delete as
appropriateSigned *G. L. L. L. L.*

[Director] [Secretary] ‡ Date

22nd January 1982

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

JDG/KB

29 Eastgate Row North,
Chester CH1 1NHFor official use
General section

Post room



Company Number 889933

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

of

ARCHER WOODNUTT LIMITED


Passed on 19th June 1992

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at *26 Nicholas Street Chester* on the 19th day of June 1992 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

THAT the 50,000 ordinary shares of £1 each comprising the issued share capital of the Company be converted as follows:-

- (i) THAT 12,500 ordinary shares of £1 each held by Helen Jean Archer at the date hereof be and they are hereby converted into "B" ordinary shares of £1 each.
- (ii) THAT the remaining 37,500 ordinary shares of £1 each be converted into "A" ordinary shares of £1 each.

The A shares and the B shares shall rank pari passu in all respects save for the right to a dividend payment in respect of the B shares.


.....
Company Secretary

1992

73

6-07-92

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
ARCHER WOODNUTT LIMITED

889933

1. The name of the Company is Archer Woodnutt 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 sheet metal workers of every description; to carry on business as designers and suppliers of jigs and tools, and of general machinery of every kind; to carry on business as precision and general engineers, and as toolmakers and metal workers of every description; and to carry on any other trade or business, which can, in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses, or is calculated, directly or indirectly, to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses either together as a single business or as separate and distinct businesses in any part of the world.

14 JUL 1992
HOUSE

- (A1) Subject to and in accordance with the due compliance with the provisions of Section 155-158 inclusive of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act 1985
- (A2) Either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets and uncalled capital of the Company both present and future or by both such methods the performance of the obligations and contracts of and payment of the capital or principal (together with any premium) of and dividends or interest on any stocks shares or securities of any company firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or any subsidiary (as defined by the said Section) of the Company or of the Company's holding company or otherwise associated with the Company in business

- 1000792
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
 - (F) To borrow or raise or secure the payment of money for any purposes ~~of the Company~~ whatsoever. *h/v*
 - (G) 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 such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
 - (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
 - (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Assurance Companies Act 1909, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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 special rights or restrictions in respect of dividend repayment or capital, voting 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.

- (R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) 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.

(Y) 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, trustees, sub-contractors or otherwise.

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £500 divided into 500 shares of £1 each. *

* The authorised share capital of the Company increased to £10,000 divided into 10,000 shares of £1 each by Ordinary Resolution dated 15 September 1975.

The authorised share capital of the Company was further increased to £100,000 divided into 100,000 shares of £1 each by Ordinary Resolution dated 22 January 1982.

The authorised share capital of the Company was converted into 50,000 Ordinary £1 Shares, 37,500 'A' Ordinary £1 Shares and 12,500 'B' Ordinary £1 Shares by Special Resolution dated 1992.

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
PHILIP MacIVER ARCHER 33 Audlem Road, Nantwich. Precision Engineer.	ONE
HAROLD GEORGE WOODNUTT 42 Broughton Lane, Wistaston, Crewe. Precision Engineer.	ONE

Dated the 7th day of October 1966.

Witness to the above Signatures-

H. J. ARCHER
33 Audlem Road,
Nantwich.

COMPANY LIMITED BY SHARES

Articles of Association
OF
ARCHER WOODNUTT LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and 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 "Part II of Table A"), shall apply to the Company.
2. Regulations 10, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 7 of the Act, and provided also that no share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt private company.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in

the manner aforesaid.

5. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table 'A', dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

LIEN

6. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

12. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

16. The first Secretary of the Company shall be Helen Jean Archer.

SEAL

17. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

18. Subject to the Provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PHILIP MacIVER ARCHER
33 Audlem Road,
Nantwich.

Precision Engineer.

HAROLD GEORGE WOODNUTT
42 Broughton Lane,
Wistaston, Crewe.

Precision Engineer.

Dated the 7th day of October 1966.
Witness to the above Signatures-

H. J. ARCHER
33 Audlem Road,
Nantwich.

The assistance is to be given to (note 2) ARCHER WOODNUTT (HOLDINGS) LIMITED
(Company Number: 2631434) whose registered office is situate at
1 Dale Street, Liverpool L2 2ET

Please do not
write in
the margin

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

The assistance will take the form of:

SEE RIDER ATTACHED

The person who [has acquired] ~~will acquire~~ the shares is:

*Delete as
appropriate

ARCHER WOODNUTT (HOLDINGS) LIMITED

The principal terms on which the assistance will be given are:

Archer Woodnutt (Holdings) Limited is acquiring 50,000 shares
in the Company and:-

part of the consideration will be provided as to £465,000 by
way of a loan from the Bank to Archer Woodnutt (Holdings)
Limited and £100,000 by way of an overdraft facility from the
Bank to the Company. The said loan and overdraft facility will
be secured by the First Legal Charge and First Fixed and
Floating Charge and the collateral guarantees referred to above.

The amount of cash to be transferred to the person assisted is £ 90,000

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is within the statutory period of the Companies Act 1985
~~referred to in Section 15819~~

Please insert
water in
the margin

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

Delete either (a) or
(b) as appropriate

~~X~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~I~~/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)

~~(b) I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 26, Nicholas Street
Chester

the 19th day of June

One thousand nine hundred and ninety two

before me Edwards

Declarants to sign below

12. Murray
Wick

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

Rider to Statutory Declaration pursuant to Section 155(6)a of the Companies Act 1985 sworn at 26 Talke Pit, Stoke-on-Trent on the 19th day of June 1992

The assistance will take the form of:

1. Security by way of a First Legal Charge over the factory and office premises at Pit Lane, Talke Pit, Stoke-on-Trent and a Debenture incorporating a First Fixed and Floating Charge over the whole assets of the Company, such security to be taken by the Bank of Scotland ("the Bank") in respect of the loan of £465,000.00 to Archer Woodnutt (Holdings) Limited and also in respect of the overdraft facility of £100,000.00 provided by the Bank.
2. The Company will also enter into collateral guarantees with the Bank in respect of Archer Woodnutt (Holdings) Limited.
3. The Company will enter into a Consultancy Agreement in respect of Mr Harold George Woodnutt and Mrs Betty Woodnutt for a two year period in the form annexed to the Share Purchase Agreement dated .
4. The Company will provide Archer Woodnutt (Holdings) Limited with certain funds (derived from a sale and leaseback arrangement with NWS Bank) to aid Archer Woodnutt (Holdings) Limited in its purchase of the shares in the Company.
5. The Company will provide certain funds for the payment of professional fees incurred in the acquisition of its shares by Archer Woodnutt (Holdings) Limited and by the Vendors of the Company.
6. The Company will transfer 3 motor vehicles belonging to the Company to the Vendors on completion.
7. The Company shall declare a dividend in respect of 12,500 "B" shares held by Helen Jean Archer immediately prior to completion on sale of the said shares to Archer Woodnutt (Holdings) Limited and such dividend payment in the amount of £72,500 will be made to Mrs Archer post completion of sale of her shares.

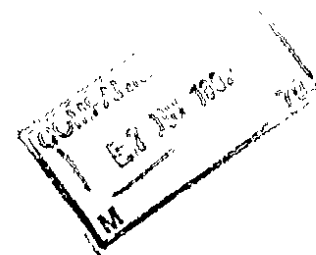
Declared at 26 Nicholas Street Chester)
.....)
the 19th day of June 1992)
One thousand nine hundred and)
ninety two)
before me St Edwards)

Declarants to sign below

12 June

St Edwards

~~A Commissioner for Oaths or Notary Public~~
~~or Justice of the Peace or a Solicitor~~
having the powers conferred on a Commissioner
for Oaths



CHADWICK & CO

chartered accountants

Television House, 10/12 Mount Street, Manchester M2 5NT

AUDITOR'S REPORT TO THE DIRECTORS OF ARCHER WOODNUTT LIMITED

We have enquired into the state of affairs of Archer Woodnutt Limited as at *19 JUNE 1992* and are not aware of anything to indicate that the opinion expressed by the Directors in the Statutory Declaration made by them pursuant to Section 155(6) of the Companies Act 1985 as to any of the matters specified in Section 156(2) of the Companies Act 1985 is unreasonable in all circumstances.



CHADWICK & CO

19/6/92

No: 889933

THE COMPANIES ACTS 1985 to 1989

ARCHER WOODNUTT LIMITED

NOTICE is hereby given under the Companies Act 1985 of an Extraordinary General Meeting of the Company to be held at ~~26 BERNES~~
~~26 BERNES~~ on ~~19th~~ day of ~~June~~
1992 at ~~am/pm~~ for the purpose of considering and if thought fit passing the following resolutions as Special Resolutions

SPECIAL RESOLUTIONS

1. "THAT clause 3 of the Memorandum of Association of the Company be hereby amended by the addition immediately after the first sub-paragraph of Clause 3 of the following new sub-paragraphs 3 (A1) and (A2):-

"(A1) Subject to and in accordance with the due compliance with the provisions of Sections 155 - 158 inclusive of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act 1985"

"(A2) Either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets and uncalled capital of the Company both present and future or by both such methods the performance of the obligations and contracts of and payment of the capital or principal (together with any premium) of and dividends or interest on any stocks shares or securities of any company firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or any subsidiary (as defined by the said Section) of the Company or of the Company's holding company or otherwise associated with the Company in business"

2. "THAT clause 3(f) of the Memorandum of Association of the Company be hereby amended by the substitution on the second line of the said clause of the words "for any purposes of the Company whatsoever" instead of the existing words "for the purposes of or in connection with the Company's business".
3. "THAT regulation 10 of Part 1 of table A in the First Schedule to the Companies Act 1948 shall not apply to the Company and accordingly that the Articles of Association of the Company shall be amended by inserting the number "10" in Line 1 of Article 2 immediately before the number 24"
4. "THAT the Company shall give financial assistance in connection with the acquisition of all of the issued shares in the capital of the Company by Archer Woodnutt (Holdings) Limited in the manner and upon the terms as appears from a Statutory Declaration intended to be made by all the Directors in the form submitted to this meeting and approved without amendment"

BY ORDER

OF THE BOARD OF DIRECTORS

THOMAS EDWIN MASSEY

COMPANY SECRETARY

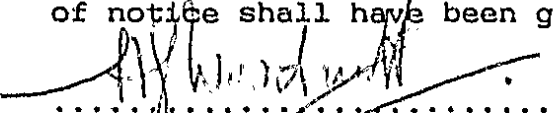
Dated 19th June 1992

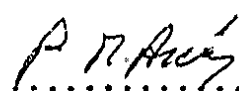
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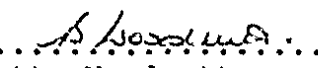
1. Any member of the Company entitled to attend speak and vote at the above mentioned meeting may appoint a proxy to attend speak and on a poll vote instead of that member. A proxy may demand or join in demanding a poll. A proxy need not be a member of the Company.
2. The proposed Statutory Declaration with an auditors report may be inspected by any member of creditor without charge at the registered office during normal business hours and will be available at the meeting.

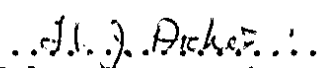
CONSENT TO SHORT NOTICE

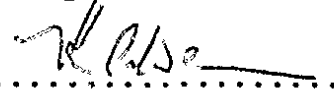
We, the undersigned being the holders of all the shares in the above named Company carrying the right to attend and vote at the meeting convened by the above notice, hereby consent to the meeting being held and to the Special Resolutions set out in the notice being passed notwithstanding that less than the statutory period of notice shall have been given


.....
Harold George Woodnutt


.....
Philip McIver Archer


.....
Betty Woodnutt


.....
Helen Jean Archer


.....
Roland Arthur Dawson
(as Trustee of the
Archer Settlement)