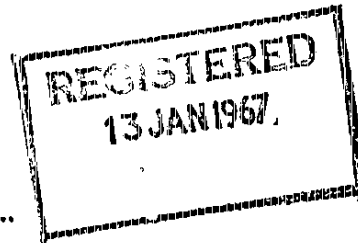




Certificate No. 895927/1



Form No. 41.

Filing Fee 5/-

THE COMPANIES ACT, 1948.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, when applying for Registration of a Company.

Insert the
Name of the
Company.

TINERTOR
LIMITED.

Presented for filing by

LEWIS, GOATES & LUCAS, LTD
6-9, SURREY STREET,

I, FRANCIS ALBERT DEAN

6 SURREY STREET, STRAND, LONDON, W.C.2.

of

a person

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

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

Do solemnly and sincerely declare that I am (*)
named in the Articles of Association as Secretary

of TINERTOR

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 Declaration Act, 1835."

Declared at 6, Surrey Street,

Strand, London, W.C.2.

the 10th day of January, 1967.

Before me,

This margin is reserved for binding.

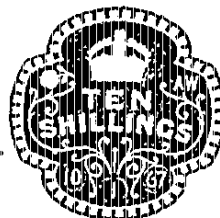
ABW
Certificate No.

895927/2

REGISTERED
13 JAN 1967

Form No. 25.

COMPANY LIMITED BY SHARES.



STATEMENT OF THE NOMINAL CAPITAL

OF

TINERTOR

LIMITED.

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

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.
69, SURREY STREET,
STRAND, LONDON, W.C.2.

THE NOMINAL CAPITAL

OF

TINERTOR

Limited,

is £ 100 , divided into 100

Shares of One Pound each

Signature⁽¹⁾

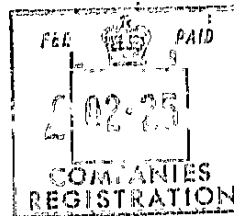
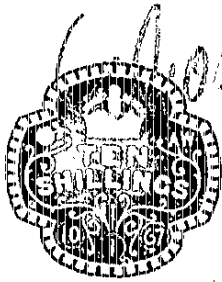


Officer

Secretary

Dated the 10th day of January, 1967

⁽¹⁾ This Statement should be signed by a Director, Secretary or other authorised officer of the Company



THE COMPANIES ACT, 1948.

895927/3

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

TINERTOR LIMITED

1. The name of the Company is "TINERTOR LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (1) To provide services in respect of and to manufacture, assemble, repair, convert, sell and otherwise deal in automation, control measuring, laboratory and analytical systems and articles of all kinds in connection with the control, operation and indication by mechanical, electronic, electrical, pneumatic and other means of Radar systems of all kinds.
 - (2) To carry on business as mechanical, electronic, electrical, hydraulic, civil, constructional, general, marine and aeronautical engineers and contractors, and to design, manufacture and deal in automation, space and military systems, plant, machinery, tools, machine tools, equipment, apparatus, implements and hardware of all descriptions.
 - (3) To carry on the business of foundrymen, fitters, machinists, toolmakers, brass-founders, metal-workers, metal makers, wire-drawers, boiler makers, millwrights, tube makers, iron and steel converters, smiths, moulders, casters, smelters, refiners, pattern makers, core makers, die casters, die makers, machine makers, stampers, fitters, mechanics, erectors, assemblers, welders of all materials, chemists, metallurgists, electro-nickle and chromium platers, oxidisers, bronzers, lacquerers, enamellers, japanners, annealers, malleableizers and vulcanizers.
 - (4) To act as selling, buying, or general agents for any person, firm or company, carrying on any such business as aforesaid, and to carry on business as engineers or general merchants and factors.
 - (5) To carry on any other business, whether manufacturing or otherwise which it may be found convenient to undertake in connection with or in addition to any of those enumerated above.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, mortgage stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.


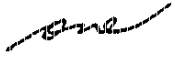


- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

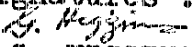
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 LEONARD H. LEWIS, 6 Surrey Street, Strand, London, W.C.2. Law Stationer.	 ONE  ONE
 FRANCIS A. DEAN, 6 Surrey Street, Strand, London, W.C.2. Traveller.	

DATED the

10th day of January 1967

WITNESS to the above Signatures :-


G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.

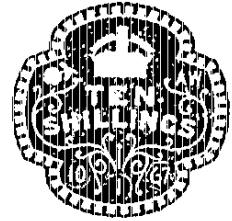
Secretary.

Call 101

REGISTERED
13 JAN 1967

895927

THE COMPANIES ACT 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

TINERTOR LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

(A) The right to transfer Shares is restricted in manner hereinafter provided.

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

art 7

(C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

(D) The Company shall not have power to issue share warrants to bearer.

SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK.

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

SECRETARY.

20. The first Secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers.

L H Lewis

LEONARD H. LEWIS,
6 Surrey Street,
Strand,
London, W.C.2.
Law Stationer.

F A Dean

FRANCIS A. DEAN,
6 Surrey Street,
Strand,
London, W.C.2.
Traveller

DATED the

10th day of January 1967

WITNESS to the above Signatures :-

G. Higgins

G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.
Secretary.

WE CERTIFY that this Document was
produced by our Litographic Printing
Process.

DUPLICATE FOR THE FILE.

No. 895927



Certificate of Incorporation

I Hereby Certify that

TINERTOR LIMITED

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

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

L.S. Whitfield

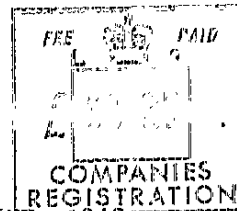
Assistant Registrar of Companies.

Certificate received by LEWIS, COATES & LUCAS, LTD.
65 SURVEY STREET,
STRAND, LONDON, W.C.2

Date

13 JAN 1967

Number of Company 895927



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

TINERTOR LIMITED.

PASSED the 1st day of APRIL, 1967.

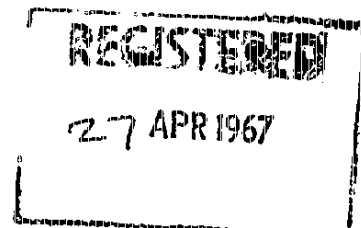
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined SPECIAL RESOLUTION was duly passed, viz :-

RESOLUTION

"THAT the name of the Company be changed to
SALOP DESIGN & ENGINEERING LIMITED".

J. M. Jean

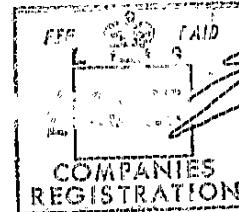
Secretary.



LEWIS, COATES & LUCAS, LTD.
22, NORFOLK STREET.

LC
27 APR 1967

No. 895927



Reference: C.R.

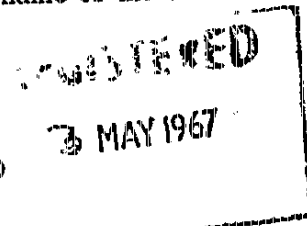
BOARD OF TRADE

COMPANIES ACT, 1948

TINERTOR 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

SALOP DESIGN & ENGINEERING LIMITED



Signed on behalf of the Board of Trade

this THIRD DAY OF MAY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whisfield

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

C.60

DUPLICATE FOR THE FILE

No. 895027

10



Certificate of Incorporation on Change of Name

Whereas

TINERTOR LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the THIRTEENTH DAY OF JANUARY, 1967

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

SALOP DESIGN & ENGINEERING LIMITED

Given under my hand at London, this THIRD DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

J.S. Whitfield

Assistant Registrar of Companies.

Date

3 MAY 1967

Number of } 895927
Company }

114

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

SALOP DESIGN AND ENGINEERING LIMITED

Passed 31st March, 1969.

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

1 & 2 Milk Street, Cheapside, London, E.C.2.

on the 31st day of March, 1969, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

THAT the Share Capital of the Company be increased to £10,000 by the creation of 49,900 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of the Company.



Signature

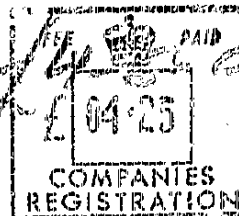
P. Smith

D. Reeve / S. R. R. R. R.

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). See section 143 (1) and (4) printed overleaf.

Number of } 895927
Company }



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

SALOP DESIGN AND ENGINEERING

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

Presenter's Reference. S. 860

MORRIS, PALMER, DAY & VANN

1 & 2 MILK STREET, CHEAPSIDE,

LONDON, E.C.2.



Form No. 10

To THE REGISTRAR OF COMPANIES,

SALOP DESIGN AND ENGINEERING

..... Limited, hereby gives you notice, pursuant to
..... Section 63 of the Companies Act 1948, that by a *..... SPECIAL.....
Resolution of the Company dated the 31st day of MARCH 1969
the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 9,900 beyond the registered capital
of £ 100

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

The additional capital is divided as follows :—

Number of Shares £9,900	Class of Share Ordinary	Nominal amount of each Share £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 :—

The new Shares will rank pari passu with
the existing Ordinary Shares of the Company.

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

Signature.....

State whether Director
or Secretary

Dated the 2nd day of April 19 69

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

INT 9/10
No. of Company 895927

49-10-0



16



SALCO DESIGN AND ENGINEERING

COMPANY, LIMITED



STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT
OF THE STAMP ACT, 1891

NOTE—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100 (Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (S. 5, Revenue Act, 1903).



The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company



on 31ST MARCH 1969 been increased by the addition of the sum

£ 2,900 beyond the Registered Capital of £ 100

Signature

P. D. A. T. S.

Description

Director / Secretary

Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



No. of Company 895927

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

* DELETE "and Statement" in cases where a SEPARATE statement is necessary: see Checklist for notes.

Insert name of Company.

To THE REGISTRAR OF COMPANIES

SALOP DESIGN & ENGINEERING

No Interest

RA/3/73

State whether Ordinary or Extraordinary or Special Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 12th day of February 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 10,000 beyond the registered capital of £ 10,000

MAR-22-1973 2960 IC 002.50

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
10,000	Ordinary	£1

ag

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:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

The new shares rank pari passu with the existing shares of the Company

Signature

Lawson

State whether Director or Secretary

Secretary

Dated the 26th day of February 1973

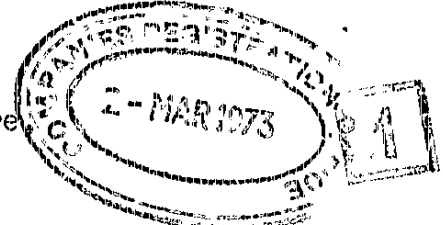
Presented by

Presentor's Reference M.6715/MGCH

Coward Chance,

Royex House, Aldermanbury Square,

London EC2V 7LD



Company Number: 895927/33

THE COMPANIES ACTS 1948 to 1967

ORDINARY RESOLUTIONS

-- and --

SPECIAL RESOLUTIONS

of

SALOP DESIGN & ENGINEERING LIMITED ✓

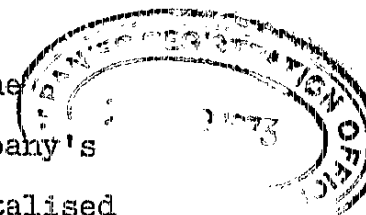
Passed on 12th February 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 44 Bedford Square, London, W.C.1. on 12th February, 1973, the following Resolutions were duly passed as to Resolutions numbered 1 and 2 as ORDINARY RESOLUTIONS and as to Resolutions numbered 3 and 4 as SPECIAL RESOLUTIONS of the Company.

RESOLUTIONS

1. THAT the authorised capital of the Company be increased from £10,000 to £20,000 by the creation of 10,000 new Shares of £1 each ranking pari passu in all respects with the existing Shares in the capital of the Company.
2. THAT the sum of £10,000 (being part of the amount standing to the credit of the Company's Profit and Loss Account Reserve) be capitalised

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and applied by the Directors in paying up in full 10,000 unissued Ordinary Shares of £1 each to be allotted and issued credited as fully paid up to and amongst the holders of the existing 10,000 issued and fully paid Shares (to be converted under Resolution numbered 3 below into Deferred Ordinary Shares) in proportion to their holdings of such fully paid Shares at the date hereof.

5. THAT forthwith upon the said allotments having been effected the 10,000 Shares of £1 each which immediately prior to the day of the passing of this Resolution were issued and fully paid be converted into and designated as Deferred Ordinary Shares; such Deferred Ordinary Shares having attached thereto the following rights and restrictions as regards participation in the profits and assets of the Company and as to voting :-

- (a) No right to receive any dividend in respect of any financial year or other period of the Company ending before the year 2000 and in respect of the financial year or other period ending in that year and thereafter the right to receive by way of dividend in respect of such year or other financial period of the Company

a dividend at the rate of one hundredth the rate of dividend paid on the Ordinary Shares of the Company in respect of such period but not exceeding 1p per share.

- (b) On a return of assets on liquidation or otherwise the right to receive out of the surplus assets of the Company remaining after payment of its liabilities a sum not exceeding One New Penny per share equal to one hundredth of the sum per share receivable in respect of the Ordinary Shares of the Company.
- (c) No right to receive notice of or attend and vote at General Meetings of the Company.

4. THAT the Articles of Association contained in the printed document produced at the Meeting and signed for the purpose of identification by the Chairman be approved and adopted as the Articles of Association of the Company in place of and in substitution for the existing Articles thereof.

P.D. WHITE

Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

SALOP DESIGN AND ENGINEERING LIMITED

(As in force on 12th February 1973)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF
RIGHTS

3.01 If any such separate General Meeting as is referred

to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking *pari passu* with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who

at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than twelve

9.02 Regulation 75 of Table A shall not apply.

9.03 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in

accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 Any member or members holding or collectively holding not less than 95% of the share capital of the Company for the time being issued shall be entitled at any time and from time to time in writing under his or their hands (or, if any such member shall be a corporation then under the hand of a duly authorised officer)

(i) to appoint any person to be a director of the Company and

(ii) to remove any director from office

11.02 The office of any Director shall be vacated, if the Director

(a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or

(b) becomes bankrupt, or

(c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or

(d) resigns his office by written notice to the Company, or

(e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

11.03 There shall be no retiring age for directors and section 185 of the Companies Act 1948 shall not apply.

11.04 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer

of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as

if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

8.

I hereby certify that the foregoing pages numbered 1 to 8 inclusive are a true copy of the Articles of Association of Salop Design and Engineering Limited as in force on the 12th February 1973

Secretary Salop Design and Engineering
Limited

THE COMPANIES ACTS 1948-1976

895927/57

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of
SALOP DESIGN & ENGINEERING LIMITED
(passed on the 30th Jan 1978)



At an Extra-ordinary General Meeting of the above named Company duly convened and held at Lancaster Road, Harlescott, Shrewsbury, Salop on 30th Jan 1978 at 1.25 ~~am~~/p.m. the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

1. That the authorised share capital of the Company be increased from £20,000 to £20,100 by the creation of 100 ordinary shares of £1 each.
2. That upon the recommendation of the Directors it is desirable to capitalise the sum of £100 being part of the amount standing to the credit of the Reserves of the Company and accordingly that such sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full at par 100 ordinary shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid amongst such members in the proportion of one new ordinary share of £1 for every 100 ordinary shares of £1 (to be converted under paragraph (3) of this Resolution into Deferred ordinary shares) held by them immediately prior to the passing of this Resolution and that the Directors be and they are hereby authorised and directed to apply the said sum of £100 and to allot the said 100 new ordinary shares accordingly.
3. That forthwith after the allotment of the said 100 new ordinary shares of £1 each the existing 10,000 issued ordinary shares of £1 in the capital of the Company be converted into Deferred Ordinary shares of £1 each having

attached thereto the same rights and privileges and being
subject to the same restrictions and provisions as the
existing Preferred Ordinary Shares of \$1 in the capital of
the Company.

.....E. H. Hender.....

DIRECTOR - CHAIRMAN

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

SALOP DESIGN & ENGINEERING

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 Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Garrard Mitchell & Co.,

24 The Crescent, Town Halls,

Surewsbury, Salop Ref. TW.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

Salop Design & Engineering

Limited, hereby gives you notice, pursuant to

*"Ordinary", "Extra-ordinary", or "Special". Section 63 of the Companies Act, 1948, that by a *special Resolution of the Company dated the 30th day of June 1978

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100- beyond the Registered Capital of £20,000-

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
100	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:—

Subject to the Memorandum and Articles of Association of the Company

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

Signature R. Stender

State whether Director
or Secretary } Director

Dated the 7th day of July 1978

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