

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin

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

For official use

Company number

--	--	--

1539189

Name of Company

PRECIS TWENTY THREE

Limited*

LEON NEAL

of 34 Hill Crest, Tunbridge Wells, Kent

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a person named as director in the
statement delivered under Section 21 of the Companies Act 1976

of PRECIS TWENTY THREE

Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 Swan House, 35 Queen Street,
in the City of London

the 8 day of December

One thousand nine hundred and Eighty one

before me

A Commissioner for Oaths†

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

HERBERT SMITH & CO.
Watling House
35-37 Cannon Street
London EC4M 5SD

Ref: 8/C84

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

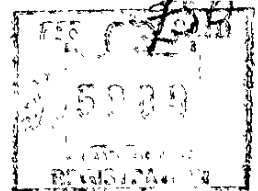
For official use

General section

Post room



1539189/3



THE COMPANIES ACTS 1948 to 1980

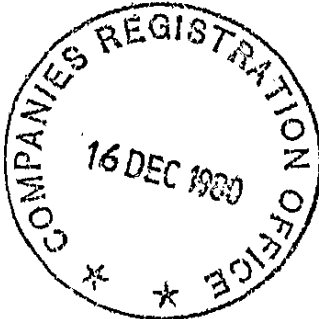
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PRECIS TWENTY THREE LIMITED

190498/5



1. The name of the Company is Precis Twenty Three Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.

(B) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon

Hebert
C. Smith

8/1084

CO. 1122
11/12/80



such terms as may be thought fit.

- (D) To acquire by any means any real or personal property or rights whatsoever.
- (E) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (F) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (G) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon.
- (H) To acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company.
- (I) To lend money or give credit to such persons on such terms as may seem expedient, but not to carry on the business of a licensed moneylender.
- (J) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (K) To guarantee the performance of any obligation by any person whatsoever.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange,

bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (M) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (N) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporation, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (O) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, trusts, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid

either alone or in conjunction with any such other company as aforesaid.

- (P) To procure the Company to be registered or recognised in any part of the world.
- (Q) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (R) To dispose by any means of the whole or any part of the assets of the Company.
- (S) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Provided always that if from time to time it shall be found necessary, advisable or desirable for the Company to realise all or any part of its property or assets any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital account.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name 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 £1 each.

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

Leon Neal

one

34 Hill Crest
Tunbridge Wells
Kent

Accountant

Margaret Hounford

one

Flat 5
41 St. George's Square
London SW1

Solicitor

DATED this *8TH* day of *DECEMBER* 1980.

WITNESS to the above Signatures:-

Andrew Griffiths,
38, Alexandra Grove,
London, N4.

Solicitor

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PRECIS TWENTY THREE LIMITED

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Directors so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Leon Neal

34 Hill Crest
Tunbridge Wells
Kent

Accountant

Nazaret Hutton

Flat 5
41 St. George's Square
London SW1

Schitor

DATED this 8th day of DECEMBER 1980

WITNESS to the above signatures:-

Andrew Griffith,
38, Alexandra Grove,
London, N4.

Schitor.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

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

Name of Company

Company number

1539189

Limited*

* delete if
inappropriate

PRECIS TWENTY THREE

The intended situation of the registered office of the company
on incorporation is as stated belowWATLING HOUSE,
35-37, CANNON STREET,
LONDON, EC4M 5SD.If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

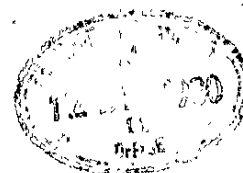
X

HERBERT SMITH & CO.,
WATLING HOUSE,
35-37, CANNON STREET, LONDON, EC4M 5SDIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's name, address and
reference (if any):Herbert Smith & Co.,
Watling House,
35-37, Cannon Street,
London, EC4M 5SD.

Ref: 8/C84

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	LEON NEAL	Business occupation	ACCOUNTANT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	34, HILL CREST, TUNBRIDGE WELLS, KENT.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	QUEST MUSIC CO. LIMITED		
	CENTURY 21 PUBLISHING LIMITED		
	TEAM VIDEO LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	Leon Neal	Date	- 7 DEC 1980

Name (note 2)	MARGARET MOUNTFORD	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	FLAT 5, 41, ST. GEORGES SQUARE, LONDON, S.W.1.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature	Margaret Mountford	Date	- 7 DEC 1980

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)

OFFICE ORGANIZATION & SERVICES LIMITED

Former name(s) (note 3)

Address (notes 4 & 7)

WATLING HOUSE,
35-37, CANNON STREET,
LONDON, EC4M 5SD.

I hereby consent to act as secretary of the company named on page 1

Signature

Leon Neal
OFFICE ORGANIZATION & SERVICES LIMITED

Date

- 7 DEC 1980

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

I hereby consent to act as secretary of the company named on page 1

Signature

Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature

Leon Neal

[Subscriber] [Agent]† Date

- 7 DEC 1980

Signature

Margaret Unwinford

[Subscriber] [Agent]† Date

- 7 DEC 1980

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1539189

I hereby certify that

PRECIS TWENTY THREE LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 15TH JANUARY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

No. 1539189

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PRECIS TWENTY THREE LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Duport House Hagley Road Edgbaston Birmingham B16 8JU on Wednesday the 25th day of March 1981 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the name of the Company be changed to "Nationwide Steel Stock Limited"

DATED 25th March 1981

Secretary



455824

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1539189

I hereby certify that

PRECIS TWENTY THREE LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

NATIONWIDE STEEL STOCK LIMITED

Given under my hand at Cardiff the

14TH APRIL 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

REGISTERED NUMBER : 1539189 /17

The Companies Acts 1948 and 1981

Company limited by shares

Special Resolution of NATIONWIDE STEELSTOCK LIMITED passed on
25th November, 1982.

At an Extraordinary General Meeting of the above named company
duly convened and held at Sheffield Road, Tinsley, Sheffield.
the following Resolution was proposed and duly passed as a
SPECIAL RESOLUTION of the Company.

RESOLUTION:-

THAT the name of the Company be changed to NATIONWIDE BRIGHT BAR
LIMITED.

Anthony G. G. Williams

.....
Secretary

NATIONWIDE STEELSTOCK LIMITED.



Lloyd 366571/140

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1539189

/18

I hereby certify that

NATIONWIDE STEEL STOCK LIMITED

having by special resolution changed its name, is now
incorporated under the name of

NATIONWIDE BRIGHT BAR LIMITED

Given under my hand at Cardiff the

7TH DECEMBER 1982

A handwritten signature in cursive script, appearing to read 'R. Wilson'.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1981

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

Please do not write in this binding margin.

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

To the Registrar of Companies

For official use

Company number

22

1539189

Name of company

NATIONWIDE BRIGHT BAR LIMITED

NOTE

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended] and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year

3 1 1 2 1 9 8 2

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

† delete as appropriate

The company is a [subsidiary] [holding company] † of _____

_____, company number _____

the accounting reference date of which is _____

§ delete as appropriate

Signed _____

[Director] [Secretary] §

Date 15th March 1983

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

V. J. CURRIE
NATIONWIDE BRIGHT BAR LTD.
SHEFFIELD ROAD
TINSLEY
SHEFFIELD S9 1TD

VJC/KMH

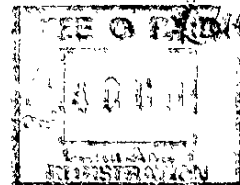
For official use
General section

Post room



No: 1529189

-S-8-83



THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


~~NATIONWIDE BRIGHT BAR LIMITED~~

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Bloomfield Road, Tipton, West Midlands, DY4 9EP on Wednesday the 24th day of August 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

R E S O L U T I O N

THAT the name of the Company be changed to ~~"Nationwide Steelstock Limited"~~

DATED 24th August 1983


Secretary



NW/40

000967

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1539189

33

I hereby certify that

NATIONWIDE BRIGHT BAR LIMITED

having by special resolution changed its name, is now
incorporated under the name of

NATIONWIDE STEELSTOCK LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

21ST SEPTEMBER 1983

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

COMPANY NUMBER: 1539189

144

50

NATIONWIDE STEELSTOCK LIMITED

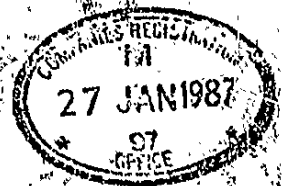
SPECIAL RESOLUTION pursuant to section 252 of the Companies Act 1985.

At an Annual Meeting of the members of the above company held at Bloomfield Road, Tipton, West Midlands, DY4 9EP, on 28th October 1985 the following Special Resolution was passed:

That in accordance with section 252 of the Companies Act 1985 the company shall be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Signed *Rhane* Secretary

Date *10th January 1987*





REGISTERED NUMBER - 1539189.

The Companies Act 1985

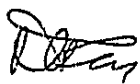
Company limited by shares

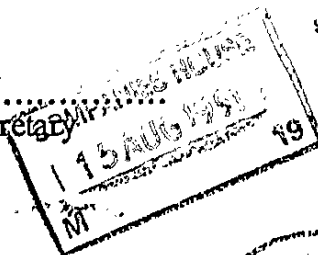
Special Resolution of NATIONWIDE STEELSTOCK LIMITED passed on 1st July 1991.

At an Extra-ordinary General Meeting of the above named company duly convened and held at Bloomfield Road, Tipton, West Midlands DY4 9EP, the following Resolution was proposed and duly passed as a SPECIAL RESOLUTION of the Company.

RESOLUTION:

THAT the name of the Company be changed to SOUTH BIRMINGHAM STEELS LIMITED.


.....
Company Secretary



£160 XL-Rgs
004316

ENO
RBO
AH
050013



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1539189

I hereby certify that

NATIONWIDE STEELSTOCK LIMITED

having by special resolution changed its name,
is now incorporated under the name of

SOUTH BIRMINGHAM STEELS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 SEPTEMBER 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer

261092
CCR

Company Number
1539189



The Companies Acts 1948 to 1980

and

The Companies Act 1985

A Private Company Limited by Shares

Resolution

of

South Birmingham Steels Limited

(passed on 19th October 1992)

At an extraordinary general meeting of the company duly convened and held at Richmond Works, Brickhouse Lane, West Bromwich on 19th October 1992, the following resolutions were duly passed as special resolutions of the company:

SPECIAL RESOLUTIONS

1. That the name of the company be changed to Bell & Harwood Limited.
2. That the company adopt, in substitution for the existing objects clause in its memorandum of association, the objects clause contained in the form of memorandum annexed hereto and initialled for the purpose of identification by the chairman of the meeting.

Chairman



NW 057869
C12

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1539189

The Registrar of Companies for England and Wales hereby certifies that

SOUTH BIRMINGHAM STEELS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

BELL & HARWOOD LIMITED

Given at Companies House, London, the 26th October 1992

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



Draft: 28.9.92
WPC: E13810024

Company number
1539189

THE COMPANIES ACTS 1948 TO 1980

AND

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BELL & HARWOOD LIMITED*

(incorporating all amendments to [] October, 1992)

1. The name of the Company is "Bell & Harwood Limited".*
2. The registered office of the Company will be situate in England.
- ** 3. The Company's objects are:
 - (1) To carry on business as a general commercial company.
 - (2) To carry on any trade or business whatsoever.
 - (3) To do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it.

Notes:

- * The Company was incorporated under the name "Precis Twenty Three Limited" and adopted its present name on [] October, 1992.
- ** This clause was inserted by special resolution passed on [] October, 1992.



- (4) To do all such things as the directors consider to be desirable or for the benefit of the Company.
- (5) To guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital.
- (6) To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.
- (7) To sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company.
- (8) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (9) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects.

- (10) To act as trustee, personal representative, director or agent of any kind and for any purpose.
- (11) To exercise any power of the Company for any consideration of any kind or for no consideration.

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
 - (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
 - (c) subclauses (2) to (11) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
 - (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into one hundred shares of £1 each.

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

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSRIBERS	Number of Shares taken by each Subscriber
Leon Neal 34 Hill Crest Tunbridge Wells Kent	one
Accountant	
Margaret Mountford Flat 5 41 St. George's Square London SW1	one
Solicitor	

DATED this 8th day of DECEMBER, 1980.

WITNESS to the above Signatures:

Andrew Griffiths
38, Alexandra Grove
London N4

Solicitor

Company number
1539189

THE COMPANIES ACTS 1948 TO 1980

AND

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

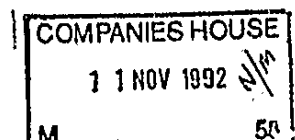
BELL & HARWOOD LIMITED*

(incorporating all amendments to 26th October, 1992)

1. The name of the Company is "Bell & Harwood Limited".*
2. The registered office of the Company will be situate in England.
- ** 3. The Company's objects are:
 - (1) To carry on business as a general commercial company.
 - (2) To carry on any trade or business whatsoever.
 - (3) To do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it.
 - (4) To do all such things as the directors consider to be desirable or for the benefit of the Company.
 - (5) To guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities

Notes:

- * The Company was incorporated under the name "Precis Twenty Three Limited" and adopted its present name on 26th October, 1992.
- ** This clause was inserted by special resolution passed on 19th October, 1992.



of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital.

- (6) To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.
- (7) To sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company.
- (8) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (9) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects.
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 - (c) subclauses (2) to (11) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
 - (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into one hundred shares of £1 each.

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

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSRIBERS	Number of Shares taken by each Subscriber
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Leon Neal 34 Hill Crest Tunbridge Wells Kent	one
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Accountant

Margaret Mountford Flat 5 41 St. George's Square London SW1	one
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Solicitor

DATED this 8th day of DECEMBER, 1980.

WITNESS to the above Signatures:

Andrew Griffiths
38, Alexandra Grove
London N4

Solicitor

E13810024

Company number
1539189

THE COMPANIES ACTS 1948 TO 1980

A PRIVATE COMPANY LIMITED BY SHARES

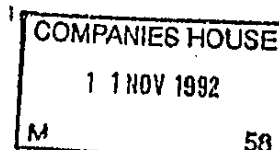
ARTICLES OF ASSOCIATION

OF

BELL & HARWOOD LIMITED

PRELIMINARY

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.
5. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director



howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

6. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.
7. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
8. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
10. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Directors so appointing shall not be responsible for the act and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
11. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at

any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Leon Neal
34 Hill Crest
Tunbridge Wells
Kent

Accountant

Margaret Mountford
Flat 5
41 St George's Square
London SW1

Solicitor

DATED this 8th day of DECEMBER, 1980.

WITNESS to the above Signatures:

Andrew Griffiths
38 Alexandra Grove
London N4

Solicitor

E13810025