

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

M.P.M.S. LIMITED

(a company registered in England no. 01585284)

*Certified as a true
copy of an extract
from a written resolution
of members passed on
4 October 2000*

WRITTEN RESOLUTION OF MEMBERS

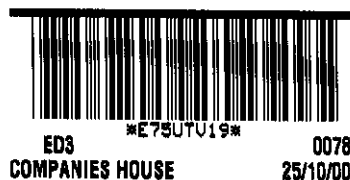
*MARTIN GAV JOHNSON
SOLICITORS
11 OCTOBER 2000*

We, being all the holders of all the issued shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 as follows:

RESOLUTIONS

- 1 That the objects of the Company be amended by the deletion of the existing clause 3(n) in the memorandum of association of the Company and the substitution therefor of the following:

“(n)(i) Either with or without the Company receiving any consideration or advantage, direct or indirect from the giving of any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations including but not limited to the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is



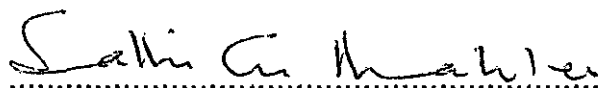
for the time being the holding company or subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens or any other security interest upon all or any other property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others;

(n)(ii) Subject to the provisions of the Companies Act 1985, to give, directly or indirectly, financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company (as defined in section 736 of the Companies Act 1985) or for the purpose of reducing or discharging any liability incurred by any person for the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company (as so defined)."

2 That Article 3 of the Company's Articles of Association be and hereby is amended by the renumbering of the existing Article as Article 3.1 and the insertion of the following new Article 3.2:

"3.2 Regulation 10 of Part 1 of Table A shall not apply to the Company."

Dated: 4 October 2000



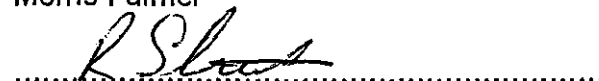
Sallie Mahler



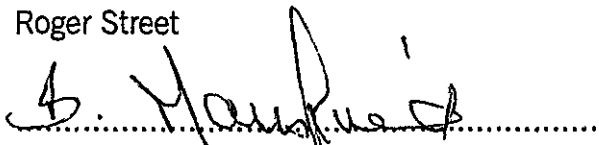
Keith Manners



Morris Palmer



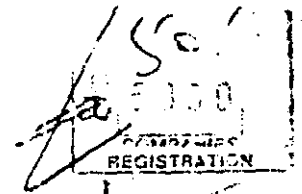
Roger Street



Barbara Mansfield

THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.



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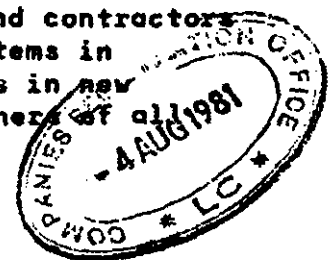
MEMORANDUM OF ASSOCIATION OF

M.P.M.S.

LIMITED

1. The name of the Company is: **M.P.M.S. LIMITED.**
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

- (a) To carry on business as toolmakers and light, mechanical, electrical and electronic engineers, precision engineers, spinners, cutters, pressers, pattern makers, welders, finishers, polishers and workers in metals, alloys, plastics, wood and other substances; to manufacture and market all types and varieties of materials, components, plant, products and goods for industrial, commercial and household use and to undertake contracts for the marine, aeronautical, automotive, nautical, engineering and general manufacturing industries and to act as buyers, sellers, maintainers and repairers of machine tools, lathes, plant and equipment of all kinds.
- (b) To carry on business as designers, manufacturers, exporters, importers, factors, distributors, dealers in, wholesalers and retailers, operators, maintainers and repairers of all electronic metering and measuring plant, equipment, machinery, engines, appliances, stations, articles and systems and to carry on business as electrical service engineers and contractors and to enter into contracts and sub-contracts in relation to the servicing, maintenance and refurbishing thereof and to deal in, repair and maintain all electromagnetic, electrostatic, electropneumatic, electronic, electrothermal, electrochemical, electrolytic and photo-electric devices, systems, machines, engines, apparatus and tools.
- (c) To carry on business as electrical engineers and contractors specialising in the rewiring of electrical systems in existing properties; to install wiring systems in new properties and to act as repairers and maintainers of all commercial and industrial tools and equipment.



- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other company.
- (n)(i) Either with or without the Company receiving any consideration or advantage, direct or indirect from the giving of any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations including but not limited to the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is for the time being the holding company or subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens or any other security interest upon all or any other property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others;
- (n)(ii) Subject to the provisions of the Companies Act 1985, to give, directly or indirectly, financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company (as defined in section 736 of the Companies Act 1985) or for the purpose of reducing or discharging any liability incurred by any person for the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company (as so defined).
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid-off.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.
- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

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* New Clauses 3(n)(i) and 3(n)(ii) were inserted by a written resolution passed on 4 October 2000.

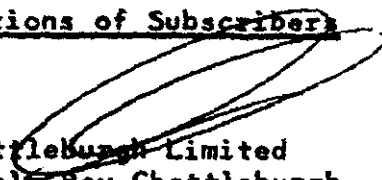
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property of the Company in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or registered in the United Kingdom or elsewhere and that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

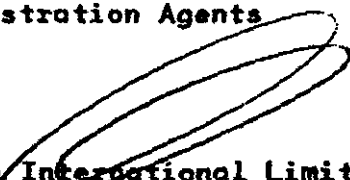
- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting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

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

<u>Names, Addresses and Descriptions of Subscribers</u>	<u>Number of Shares taken by each Subscriber</u>
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M.R.Chettleburgh Limited
by Malcolm Roy Chettleburgh
a duly authorised Officer
140/141 Temple Chambers,
Temple Avenue, London EC4Y 0DT.
Company Registration Agents

One


Chettleburgh International Limited
by Malcolm Roy Chettleburgh
a duly authorised Officer
140/141 Temple Chambers,
Temple Avenue, London, EC4Y 0DT.
Company Registration Agents

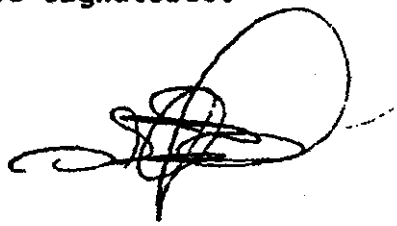
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Dated the 3rd August 1981.

Witness to the above signatures:

Robert S. Kelford
5 Artemis Close,
Gravesend,
Kent.

Company Director



THE COMPANIES ACTS 1948 to 1980.

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION OF

1585284/4

M.P.M.S.

LIMITED

(as amended by a written resolution of members passed on 4 October 2000)

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1980. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
 2. Subject as hereinafter provided the Regulations set out in Part I of Table "A" in the First Schedule to the Companies Act 1948 as amended by paragraph 36 of the 3rd Schedule of the Companies Act 1980 shall apply to this Company.
 3. (1) The following Articles of the said Part I of Table "A" as so amended shall not apply to this Company videlicet:- 24, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.
(2) Regulation 10 of Part 1 of Table A shall not apply to the Company.
- CAPITAL**
4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the entire amount of the original share capital of the Company. The members of the Company shall have power from time to time by Ordinary Resolution to renew or revoke the Directors exercise of the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company but no authority for the Directors to allot, grant options over or otherwise dispose of shares shall be valid for more than five years from the date of passing the members resolution to which it relates.

5. (a) Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefore the provisions of sub-paragraph (b) of this Article shall apply.

(b) Save as otherwise directed by the Company in General Meeting any new shares from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

LIEN

6. The lien conferred by Article 11 in Part I of Table "A" on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES

7. A Member desiring to transfer shares shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may

think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

9. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.

10. The Company shall not be subject to section 185 of the Companies Act 1948 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 98 of Table "A" shall be modified accordingly.

12. Subject to the provisions of Section 199 of the Companies Act 1948 as extended by Section 60 of the Companies Act 1980 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A

Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

13. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

14. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or 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.

ALTERNATE DIRECTORS

15. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY


16. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A" every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

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


- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 182 of the Companies Act 1948,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Companies Act 1948 or Section 28 of the Companies Act 1976,
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

Names, Addresses and Descriptions of the Subscribers



M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y ONE

Company Registration Agents



Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y ONE

Company Registration Agents

Dated the 3rd August 1981.

Witness to the above signatures :-

Robert S. Kelford,
5 Artemis Close,
Gravesend,
Kent.



Company Director