

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin



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

*Insert full name of company

For official use

Company number

--	--	--	--	--	--

1591894/7

Name of company

TUFNOL INDUSTRIES TRUSTEES LIMITED

I, ANDREW JEFFREY STILTONof 41 Church StreetBirminghamB3 2DYdo solemnly and sincerely declare that I am a person named as Director in the statement delivered under Section 21 of the Companies Act 1976of Tufnol Industries Trustees Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Birmingham
in the County of West Midlands

Signature of Declarant

the 8th day of SeptemberOne thousand nine hundred and eighty-onebefore me J.R.L. Williams

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

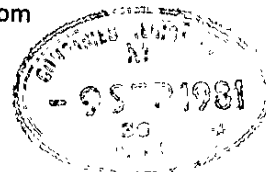
Presentor's name, address and reference (if any):

Ryland Martineau & Co
41 Church Street
Birmingham
B3 2DY

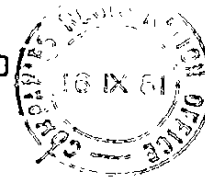
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New companies section

Post room



THE COMPANIES ACTS 1948 to 1980



COMPANY LIMITED BY SHARES

1591894/3

MEMORANDUM OF ASSOCIATION

of

TUFNOL INDUSTRIES TRUSTEES LIMITED



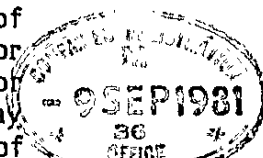
1. The name of the Company is Tufnol Industries Trustees Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

3.1 To undertake and discharge the office and duties of Trustees of a Pension Fund relating to Tufnol Industries Limited and its subsidiary companies its associated companies and associates which Fund is known as the Tufnol Industries Pension Fund and of any other Fund or Funds or Scheme or Schemes which may from time to time be established or formed for providing Superannuation Allowances, Pensions, Sick Pay, Gratuities, Death Benefits, shares of profits or any other benefits whatsoever (whether in money or in kind) for the Directors or ex-Directors, officers, employees, ex-officers and ex-employees (and wives, widows or other relatives or dependants thereof) of Tufnol Industries Limited and its subsidiary companies or any other company with or in which Tufnol Industries Limited is or may become allied or interested.

3.2 To accept and undertake the duties of any such office of Trustees as aforesaid, either gratuitously or otherwise.

3.3 To exercise all the powers, authorities and discretions vested in the Trustee or Trustees for the time being of the said Fund, or of any deed or instrument constituting and regulating any other Funds or Scheme as aforesaid.

3.4 To invest the trust funds for the time being subject to the trusts of the said Fund, or any other Deeds or instrument as aforesaid, in the name of or on behalf of the Company in or upon such investments or securities as they shall think fit (provided that such are not prohibited or excluded by the relevant Deed or Instrument) and out of the income of such investments or securities, or if such income shall be insufficient for the purpose, then out of the capital (if and so far as may be authorised or directed by the trusts thereof respectively) to raise, provide for and pay or provide all such allowances, pensions, sick pay, gratuities, shares of



Relayed.
P. 343291.

profits, and other benefits thereout under the trusts and provisions of any such Deeds or Instruments.

3.5 To carry on any other trade or business which, in the opinion of the Board of Directors, can be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company or is calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable, any of the property or rights of the Company.

3.6 To purchase, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, industrial property rights, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

3.8 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

3.9 To make advances to customers and others with or without security and upon such terms as the Company may approve and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested.

3.10 To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.

3.11 To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person or in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

3.13 To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

3.14 To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

3.15 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares stock or securities so acquired.

3.16 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company and to acquire, hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

3.17 To purchase, or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

3.18 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

3.19 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

3.20 To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

3.21 To do all such other things as are incidental or conducive to the above objects or any one or more of them.

And it is hereby declared the the objects of the Company as specified in

each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to 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 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
Taken by each
Subscriber

J. King.
41, Church Street,
Birmingham, B3 2DY.
Articled Clerk.

One.

A. J. Stilton
41, Church Street
Birmingham
B3 2DY
Articled Clerk.

One.

DATED the 8 September 1981.

Witness to the above signatures

Barry K. Sankary

41 Church Street,
Birmingham. B3 2DY.
Clerk.

COMPANY LIMITED BY SHARES

1591894/4

ARTICLES OF ASSOCIATION

of

TUFNOL INDUSTRIES TRUSTEES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act, 1948 (as modified by the Companies Act 1980) (hereinafter referred to as "Table A, Part I") shall apply to the Company.

2. Regulations 3,22,24,32,53,75,77,78,79,84(2),87 to 94 inclusive, 106, 114 to 122 inclusive 128,129,135 and 136 of Table A Part I shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A, Part I subject to the modifications hereinafter expressed shall constitute the Regulations of the Company.

SHARES

3. The Share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper and without any maximum at any time within five years of the date hereof and provided that no shares shall be issued at a discount or otherwise contrary to the provisions contained in Section 14 of the Companies Act 1980.

5. Subject to the provisions of Section 58 of the Act any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. In Regulation 11 of Table A, Part I the words "(not being a fully

paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of a share shall be signed by or on behalf of the transferor and, in the case of a partly paid or nil paid share, by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

8. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to Meetings of the Company.

9.1 The Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company.

9.2 The Company shall not 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 those shares or debentures being offered for sale to the public.

10. 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.

PROCEEDINGS AT GENERAL MEETINGS

11. 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. Unless and until otherwise resolved by the Company in General Meeting two members present (in the case of an individual) in person or by proxy or present (in the case of a corporation) by a duly authorised representative not being himself a member shall be a quorum.

12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in Regulation 58 of Table A, Part I (declaration by the Chairman as to the voting on a Resolution).

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

14. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

15. A Director having duly declared his interest therein may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any Meeting at which such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted.

16. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, commission or a percentage of profits or by any or all of those modes.

17. The Directors (notwithstanding that all or any of them may be personally interested) may exercise all the powers (express or implied) in the Memorandum of Association of the Company relating to the establishment and maintenance of pension, life insurance and/or superannuation schemes, policies and arrangements and of subscription and/or guarantee of money for charitable, political and/or benevolent purposes.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

19. In addition and without prejudice to the provisions of Section 184 of the Act a member or members holding a majority in nominal amount of the issued shares for the time being in the Company giving the holder or holders the right to attend and vote at Meetings of 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 additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a company signed by two Directors, or one Director and the Secretary, of such company on its behalf. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company, or to the Secretary, or is produced at a Meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

20. Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the Regulations of the Company.

21. The last sentence of each of Regulations 95 and 97 in Table A, Part-1 (relating to retirement by rotation) shall be deleted.

22.1 Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

22.2 It shall not be necessary for a Director to be a member of the Tufnol Industries Pension Fund or a director or employee of Tufnol Industries Limited or any of its subsidiary companies.

DIRECTORS INTERESTS

23. Any Director may continue to be or become a Director or other officer or member of, or otherwise interested in, any other company promoted by the Company, or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or other officer or member of, or from his interest in, any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as Directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them Directors or other officers of such company, or voting, or providing for payment of remuneration to the Directors or other officers of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a Director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

DISQUALIFICATION OF DIRECTORS

24. The office of a Director shall be vacated in any of the following events:-

- 24.1 If by notice in writing to the Company he resigns the office of Director
- 24.2 If he becomes bankrupt or enters into any arrangement or composition with his creditors generally
- 24.3 If he is prohibited from being a Director by an order under any statute from time to time in force
- 24.4 If he becomes of unsound mind
- 24.5 If he is removed from office by a Resolution duly passed under Section 184 of the Act
- 24.6 If he is removed from office in accordance with the provisions of Article 19 hereof
- 24.7 If being a member of the Tufnold Industries Pension fund or a director or employee of Tufnol Industries Limited or any of its subsidiary companies he ceases (for any reason) to be such member, director or employee.

RESOLUTIONS

25. A Resolution in writing signed by all the Directors shall be as valid

and effectual 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.

26. In Regulation 73A of Table A, Part I (informal Meetings) the following words shall be inserted at the end thereof:-

".....and such resolution may consist of several documents in the like form each signed by one or more of the members."

WINDING UP

27. If the Company shall be wound up the balance of the assets shall be applied for the benefit of any trust then or formerly administered by the Company or for any charitable purpose as may be decided by the members in general meeting.

PROFITS AND ASSETS

28. No part of the Company's profits or assets shall be applied in the payment of dividends or other form of distribution to the members but shall be applied solely for the purposes of the Company or any trust administered by the Company or any charitable purpose.

INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

NOTICES ETC.

30. A notice may be given to the Company or to any officer of the Company by leaving the same at or sending it by post to the registered office of the Company. 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 time at which the letter would be delivered in the ordinary course of post.

NAMES ADDRESSES and DESCRIPTIONS OF SUBSCRIBERS

J. King.
41, Church Street,
Birmingham,
B3 2DY.
Articled Clerk.

A. J. Stilton.
41, Church Street,
Birmingham
B3 2DY.

Articled Clerk.

DATED the 8 September 1981.

WITNESS to the above signatures:-

Barry K. Sankey

41 Church Street
Birmingham B3 2DY
Clerk.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not
write in this
binding margin

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

Delete if
inappropriate

Company number

1591894/5

Name of Company

TUFNOL INDUSTRIES TRUSTEES Limited*	
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The intended situation of the registered office of the company
on incorporation is as stated below

Wellhead Lane
Perry Barr
Bimringham
B42 2TB

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

Ryland Martineau & Co
41 Church Street
Birmingham B3 2DY

If 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 statement

--

Presenter's
reference (if any):

AJS/TEC
0412.032

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 blinding 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)	ANDREW JEFFREY STILTON	Business occupation	Solicitor's Articled Clerk
Former name(s) (note 3)		Nationality	British
Address (note 4)	41 Church Street	Date of birth (where applicable) (note 6)	
	Birmingham		
	B3 2DY		
Particulars of other directorships (note 5)			
	Bondioli & Pavesi Holdings Limited		
	Birmingham Law Students' Society Limited		
I hereby consent to act as director of the company named on page 1			
Signature	<i>A. Stilton</i>	Date	8th Sept 1981

Name (note 2)	JOANNA LAWSON-KING	Business occupation	Solicitor's Articled Clerk
Former name(s) (note 3)		Nationality	British
Address (note 4)	41 Church Street	Date of birth (where applicable) (note 6)	
	Birmingham		
	B3 2DY		
Particulars of other directorships (note 5)			
	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>J. King</i>	Date	8th Sept 1981

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



Important
The particulars
to be given are
those referred to
in section
1(2)(b) of the
Companies Act
1976 and section
100(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

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:

Name (notes 2 & 7)	ANDREW JEFFREY STILTON	
Former name(s) (note 3)		
Address (notes 4 & 7)	41 Church Street	
	Birmingham	
	B3 2DY	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>A. Stilton</i>	Date 8th Sept 1981

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 *J. M. G.* [Subscriber] ~~XXXXXX~~† Date 8th Sept 1981

Signature *A. Stilton* [Subscriber] ~~XXXXXX~~† Date 8th Sept 1981

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1591894

I hereby certify that

TUFNOL INDUSTRIES TRUSTEES 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 16TH OCTOBER 1981

A handwritten signature in black ink, appearing to be 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies