

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

41a

Please do not write in this binding margin

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

For official use

Company number

For official use

1904701

Name of Company

AXONFIELD LIMITED

I, IRENE LESLEY HARRISON
110 WHITCHURCH ROAD, CARDIFF, SOUTH GLAMORGAN, CF4 3LY

do solemnly and sincerely declare that I am the person named as Secretary of the Company
in the statement delivered under Section 21 of the Companies Act 1976.
of AXONFIELD 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 110 Whitchurch Road,
Cardiff

Signature of Declarant

the 26th day of MARCH
Eighty-Five

One thousand nine hundred and

before me

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):

COMPANY SEARCHES LTD.
LEGAL SERVICES
110 WHITCHURCH ROAD
CARDIFF, CF4 3LY

For official use

New companies section

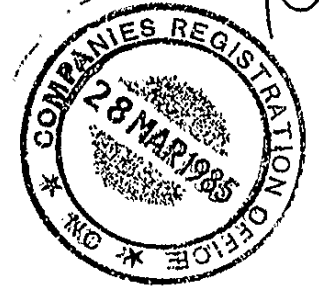
Post room



✓ F. N. N. ✓

COMPANY SEARCHES LTD.
LEGAL SERVICES
110 WHITCHURCH ROAD
CARDIFF, CF4 3LY

1904701 3



The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of AXONFIELD LIMITED

1. The name of the Company is AXONFIELD LIMITED

2. The Registered Office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:

(A) 1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.

2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of an individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accomodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.

(B) To carry on any other trade or business which can, in the opinion of



Bare
654123
P10

the Board of Directors, 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 further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To 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.

(F) 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 and subject to such rights, powers, privileges and conditions 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.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or

other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) 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.

(N) 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 of any company or corporation, with or without deferred or preferred 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) 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.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

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

(U) 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.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent 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.

I.L. Harrison,
110 Whitchurch Road,
Cardiff CF4 3LY.

ONE



Company Director

J.I. Davies,
110 Whitchurch Road,
Cardiff CF4 3LY.

ONE



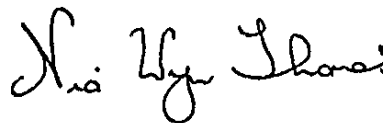
Company Director

Dated this 4th day of March 1985

Witness to the above Signatures:

N.W.Thomas,
110 Whitchurch Road,
Cardiff CF4 3LY

Legal Assistant



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of AXONFIELD LIMITED

PRELIMINARY

1.(a) Subject as hereinafter provided, the regulations contained in Part 1 of Table A in the first schedule to the Companies Act 1948 (hereinafter referred to as "The Act"), as amended by The Companies Act 1981, shall apply to the Company, and any reference hereinafter to Table A shall be deemed to be a reference to Part 1 thereof so amended.

(b) Regulations 3,24,75,79,88,89,90,91,92,94 and 97, of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Companies Act 1980.

SHARES

2.(a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that, insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority.

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such an allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they may think proper but, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares in respect of which the offer is made and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to be declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4.(a) No share shall be issued at a discount.

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

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5.(a) Subject to the provisions of Part 3 of the Companies Act 1981 the Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) Subject to the provisions of Part 3 of the Companies Act 1981, the Company shall be authorised to make, in respect of the purchase of any of its own shares, such payments out of capital as may be permissible in accordance with Section 54 thereof, provided that any payment out of capital shall first be approved by Special Resolution of the Company in

General Meeting.

LIEN

6. In regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

7.(a) 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.

(b) The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than seven. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 21 of the Companies Act 1976.

9. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 99 of Table A for the word "two" there shall be substituted the word "one".

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

BORROWING POWERS

11. 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, subject to Section 14 of the Companies Act 1980, 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.

DIRECTORS' INTERESTS

12. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

13. The office of a Director shall be vacated:

(a) If by notice in writing to the Company he resigns the office of Director.

(b) If he ceases to be a Director by virtue of section 182 of the Act.

(c) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

(d) If he is prohibited from being a Director by any order made under the provisions of section 188 of the Act.

(e) If he becomes of unsound mind.

(f) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. 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.

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. The Company may by Ordinary Resolution appoint another person in place of a Director so removed and, without prejudice to the powers of the Directors under regulation 95 of Table A, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. In regulation 95 of Table A, the words "but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting" shall be omitted.

PROCEEDINGS OF DIRECTORS

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by not less than twenty four hours' notice in writing to the Company given by a majority of the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of and be counted in the quorum at meetings of Directors and to attend, speak and vote thereat in place of and in the absence of the Director appointing him.

INDEMNITY

17. Subject to the provisions of Section 205 of The Act, and in addition

to such indemnity as is contained in regulation 136 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

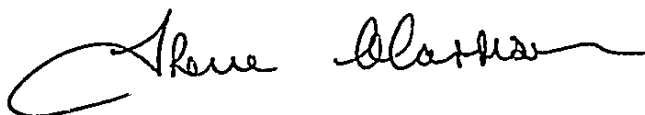
SECRETARY

18. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

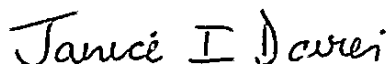
I.L. Harrison,
110 Whitchurch Road,
Cardiff CF4 3LY.

Company Director



J.I. Davies,
110 Whitchurch Road,
Cardiff CF4 3LY.

Company Director

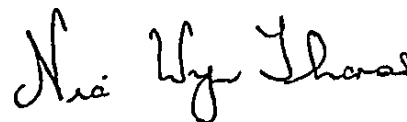


Dated this 4th day of March 1985

Witness to the above signatures:

N. W. Thomas
110 Whitchurch Road,
Cardiff CF4 3LY.

Legal Assistant



THE COMPANIES ACTS 1948 TO 1976

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

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black letteringdelete if
inappropriate

Company number

1904701

5

Name of Company

AXONFIELD

Limited

The intended situation of the registered office of the company
on incorporation is as stated below

110 WHITCHURCH ROAD

CARDIFF, CF4 3LY.

SOUTH GLAMORGAN

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

COMPANY SEARCHES LIMITED

LEGAL SERVICES

110 WHITCHURCH ROAD, CARDIFF. CF4 3LY.

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

For official use

General Section



LEGAL SERVICES

110 Whitchurch Road, Cardiff CF4 3LY.

Telephone 0222 390934 Telex 497443

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:

Name (note 2)	JANICE ISOBEL DAVIES	Business occupation	4
Former name(s) (note 3)	NONE	Nationality	COMPANY DIRECTOR
Address (note 4)	110 WHITCHUR CH ROAD CARDIFF. CF4 3LY.	Date of birth (where applicable) (note 6)	WELSH
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
SIGNATURE: Janice I Davies		Date 26-3-85	

Name (note 2)	IRENE LESLEY HARRISON	Business occupation	5
Former name(s) (note 3)	NONE	Nationality	COMPANY DIRECTOR
Address (note 4)	110 WHITCHURCH ROAD CARDIFF. CF4 3LY	Date of birth (where applicable) (note 6)	WELSH
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
SIGNATURE: Irene Harrison		Date 26-3-85	

Name (note 2)		Business occupation	6
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
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

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)	7
IRENE LESLEY HARRISON	
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	110 WHITCHURCH ROAD, CARDIFF CF4 3LY. SOUTH GLAMORGAN

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



SIGNATURE

Irene Allasser

Date 26-3-85

Name (notes 2 & 7)	8
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

is 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 *Irene Allasser* [Subscriber] ~~[Agent]~~† Date 26-3-85

Signature *Janece T. Davies* [Subscriber] ~~[Agent]~~† Date 26-3-85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1904701

I hereby certify that

AXONFIELD LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

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

12TH APRIL 1985

M. Saunders
M. SAUNDERS (MRS)

an authorised officer

Company Number 1904701/6 .

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTION

of AXONFIELD LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and at held at 110, Whitchurch Road, Cardiff, CF4 3LY, on the 22nd day of April 1985, the following Special Resolution was duly passed:-

IT WAS RESOLVED THAT the objects of the Company be amended by the deletion of the existing clause 3(A) paragraphs 1 and 2 of the Memorandum of Association and by substituting therefore the attached to be numbered 3(A).



Arene Clavette

SECRETARY

CS Legal Services
110, Whitchurch Road,
Cardiff CF4 3LY
Telephone 0222-390934 Telex 497443.

(A) To carry on business as consultants and advisers on matters relating to the import, export, design, manufacture, distribution and application of coating materials, products and equipment generally, to act as agents for and dealers in plastics, synthetic materials, chemicals, chemical products and by-products, rubber, resins, metals, textiles, and of materials, goods and all manner of related commodities; as designers and manufacturers of, wholesale and retail dealers in mouldings, pressings, castings and plastic goods, articles and products of any description; as owners and managers of packaging plant, warehouses, freight terminals, stores and shops, as freight agents, commission and general agents, and as transport and general haulage contractors; to install, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

COMPANY SEARCHES LTD.
LEGAL SERVICES
110 WHITCHURCH ROAD
CARDIFF, CF4 3LX

151-
Company Number 1904701 / 10

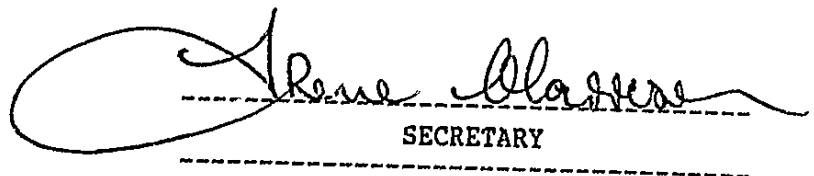
THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTION

of AXONFIELD LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 110, Whitchurch Road, Cardiff, CF4 3LY on the 22nd day of April 1985, the following Special Resolution was duly passed:-

IT WAS RESOLVED that with the consent of the Department of Trade the company name be changed to: CERAMET PLASMA COATINGS LIMITED


SECRETARY

CS Legal Services
110 Whitchurch Road
Cardiff CF4 3LY
Telephone 0222 390934 Telex 497443



Bar R40
654162

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1904701

I hereby certify that

AXONFIELD LIMITED

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

CERAMET PLASMA COATINGS LIMITED

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

10TH MAY 1985

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

E. C. COATES

an authorised officer

A

THE COMPANIES ACTS 1948 TO 1976

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

2

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Company number

112

1904701

Name of company

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

CERAMET PLASMA COATINGS (FORMERLY AXONFIELD)

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

Please mark X in the box below if a public company

Day Month
3 0 0 6

31 March

Day Month
3 1 0 3

5 April

Day Month
0 5 0 4

31 December

Day Month
3 1 1 2

Signed

B Anderson

[Director] [Secretary]† Date

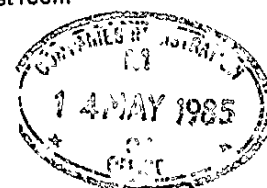
10 May 1985

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

DELOITTE HASKINS + SELLS
Chartered Accountants
LENNOX HOUSE, LEAFORT BUILDINGS,
SPA ROAD, GLOUCESTER, GL1 1XD

For official use
General section

Post room



Number of Company 1904701 / 13

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1981

[COPY]

special resolution(s)

of Ceramet Plasma Coatings (formerly Axonfield) Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Lennox House, Spa Road, Gloucester

on the 30th day of April 19 85

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That the Company's authorized share capital be increased to £5000 being 5000 Ordinary Shares of £1.00 each by the creation of an additional 4900 Ordinary Shares of £1.00 each, each ranking parri passu with those already in existence.



B. Anderson

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Printed and supplied by:-

Jordan & Sons Limited Company Formation and Information Services Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1904709

Name of company

*	CERAMET PLASMA COATINGS LTD
---	-----------------------------

* insert full name of company

gives notice 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

Day Month

3	0	0	9
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Note
Please read notes 1 to 4 overleaf before completing this form

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	0	0	9	1	9	88
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† delete as 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 225(6)(c) of the Companies Act 1985, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months CR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____ Designation† *Director* Date 13.6.11

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

SIMON FISHER & CO.
CHARTERED ACCOUNTANTS.
45 HIGH STREET,
STURCHHOUSE,
GLOS., GL10 2NAFor official Use
General Section

Post room

CO. 15 JUN 1989
M 49