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TO SECTION 18 OF THE COMPANIES
ACT 1985
PRESENTED BY
MESSRS R. T. CUMMING

THE COMPANIES ACT, 1985

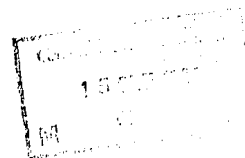
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

D & Q LIMITED.

1. The name of the Company is:- "D & Q 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 Metal Finishers, coaters, specialists in the treatment of metals by every process, enamellers and platers, bronzers and gilders, polishers, and lacquerers, workers in metals of every description, sprayers and powder coaters, oxidisers, workers and dealers in plastics and anti-corrosive coating processes, welders, metal and alloy makers, dealers in enamels, paints, polishes and colours, compositions and substances connected with the treatment of metals, engineers, transport contractors and general merchants.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, develop or otherwise deal with and adapt the same to the advantage of the Company.
- (d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit.
- (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition.
- (j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures debenture stock or other securities.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID WATSON
93/94 Chancery Lane
London W.C.2.

ONE

RONALD THOMAS CUMMING
Agency House
25 Streatham Vale
London S.W.16.

ONE

Witness to the above Signatures :-

N.B. WATSON
Agency House
25 Streatham Vale
London S.W.16.

Manager

THE COMPANIES ACT, 1985 .

COMPANY LIMITED BY SHARES.

Articles of Association

OF

D & Q LIMITED

PRELIMINARY

1. The Regulations set out in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, (hereinafter referred to as Table "A") shall except as hereinafter provided apply to the Company and Regulations 3, 24, 64, 81, 84, 89, 90, 94, 95, and 99 shall not apply to the Company.

2. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985, and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) shall be made of 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.

DIRECTORS

3. The number of Directors shall not be less than ONE or more than FIVE and subject to Section 10(2) of the Companies Act 1985 the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors.

SHARES

4. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each.

5. Subject to the provisions of Section 159 of the Act any shares may with the sanction of a Special Resolution be issued on the terms that they are, or at the option of the Company or the shareholder are liable to be redeemed.

6.

6. Subject to the provisions of Sections 171 to 175 of the Act and with the sanction of a Special Resolution the Company may purchase its own shares including any redeemable shares.

7. The Shares of the Company shall be under the control of the Directors who are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and in such manner as they think fit, provided that no shares shall be issued at a discount and subject to the provisions of the next following Clause (8) hereof.

8. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, shall be deemed to be declined and after the expiration of such time, or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

VARIATION OF RIGHTS

9. If any such general meeting as is referred to in Regulation 41 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSFER OF SHARES

10. Any share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustee of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new Trustee or to the legatee or next of kin of a deceased Member, or to a beneficiary under a trust created by a deceased Member. Save as aforesaid the Directors may in their absolute discretion and without any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

LIEN

11. The lien conferred by Clause 8 of Table A shall attach to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all monies payable by him or his estate to the Company.

POWERS AND DUTIES OF DIRECTORS

12. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in the manner required by Section 317 of the Act. A Director may vote in respect of any such contract or proposed contract and may be counted in the quorum at any meeting at which any such matter is considered.

13. A Director may hold any other office or place of profit under the Company (other than office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for such services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

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

- (a) Ceases to be a Director by virtue of any provisions of the Act, or
- (b) Becomes prohibited by law from being a Director, or
- (c) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company, or
- (f) Is removed from office by a resolution passed under Section 303 of the Act.

BORROWING POWERS

16. 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 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

MANAGING DIRECTORS

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors but his appointment shall be automatically determined if he cease from any cause to be a Director.

18. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

19. Subject to Section 10(2) of the Act the first Secretary shall be DAVID WATSON.

Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may decide. If at any time there shall be no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

INDEMNITY

20. Subject to the provisions of the Act, and in addition to such indemnity as is contained in Regulation 118 of Table A, every officer or official 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.

DAVID WATSON
93/94 Chancery Lane
London W.C.2.

RONALD THOMAS CUMMING
Agency House
25 Streatham Vale
London S.W.16.

Dated this 1st day of February 1988
Witness to the above Signatures :-

N.B. WATSON
Agency House
25 Streatham Vale
London S.W.16.
Manager