

No. 2289610

**THE COMPANIES ACT 1985 (as amended)**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**SCORPIO POWER SYSTEMS LIMITED**

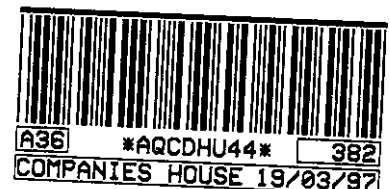
**PURSUANT TO SECTION 381A OF THE  
COMPANIES ACT 1985 (AS AMENDED)**

(passed on 14 March 1997)

WE, the undersigned members of the above named Company, being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as special resolutions:-

**SPECIAL RESOLUTIONS**

1. That the Memorandum of Association of the Company be altered with respect to the objects of the Company by deleting the existing objects and by substituting therefor those set out in clause 3 of the Memorandum of Association attached to this resolution.



2. That the Articles of Association attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

SIGNED:

.....*Meen*.....(Shareholder)  
On Behalf of TTG INVESTMENTS LIMITED

.....*ml*.....(Shareholder)  
On Behalf of TTG NOMINEES LIMITED

Dated: 14 March 1997

We, being the auditors to the above named Company, hereby:

- (a) acknowledge that a copy of the above resolutions has been sent to us; and
- (b) notify the Company that in our opinion the above resolutions do not concern us as auditors and need not be considered by the Company in general meeting.

.....*gell*.....  
Messrs. (Chartered Accountants) Dated: 14 March 1997

No. 2289610

**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

of

**SCORPIO POWER SYSTEMS LIMITED**

(as altered by Special Resolution passed on 14 March 1997)

1. \* The name of the Company is SCORPIO POWER SYSTEMS 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 mechanical engineers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, electronic engineers, hydraulic engineers, machinists, jappanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, and oil merchants and contractors generally.
  - (B) To carry on any other trade or business whatsoever which can, in the opinion of the 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.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easement, rights, privileges, 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.
  - (D) To erect, construct, lay down, enlarge, alter and maintain any 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.
- \* By Special Resolution the name of the Company was changed on 1 November 1991 from Fastmotive Limited to Scorpio Power Systems Limited.

- (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 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 or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (I) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the monies 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.

- (L) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (M) 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 guaranteed rights in respect of dividend or repayment of capital 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 share, stock or securities so acquired.
- (N) 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.
- (O) 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.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, goodwill, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Q) 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 of any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or 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 other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (S) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (T) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of the and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (U) To employ advisors to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (V) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contractors.
- (W) To remunerate any person, firm or company rendering services to the Company either by case payment or by the allotment to him or them of shares or other securities of the Company credited as paid-up in full or in part or otherwise as may be thought expedient.
- (X) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (Y) To contribute by donation, subscription, guarantee or otherwise to any charitable or public or political or useful object whatsoever and to support and subscribe to any institution, society or club which may in the opinion of the directors be for the benefit, directly or indirectly, of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary company and to the any wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and

dependants; to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, notwithstanding that the exercise of this power is not in the best interests of the Company, in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and to purchase and maintain for any persons who are Directors, officers, employees, or agents of the Company or the auditors of the Company from time to time insurance against any liability.

- (Z) To procure the Company to be registered or recognised in any part of the world.
- (AA) 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.
- (BB) 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, sub-contractors, trustees or otherwise.
- (CC) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
1. Instant Companies Limited 2 Baches Street London N1 6UB	One
2. Swift Incorporations Limited 2 Baches Street London N1 6UB	One
Total shares taken	Two

Dated the 1st day of August, 1988.

Witness to the above Signatures:-

Terry Jayne  
2 Baches Street  
London N1 6UB



No. 2289610

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**NEW**

**ARTICLES OF ASSOCIATION**

**of**

**SCORPIO POWER SYSTEMS LIMITED**

(Adopted by special resolution passed on 14 March 1997)

**PRELIMINARY**

**1.1 Definitions**

In these Articles the following words and expressions have the meanings set opposite them:-

"Act" the Companies Act 1985;

"these Articles" these articles of association as originally adopted or as altered from time to time;

"Statutes" every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company;

"Table A" Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

## **1.2 Table A**

The regulations contained in Table A shall apply to the Company except insofar as they are excluded by or are inconsistent with these Articles. Regulations 3, 24, 35, 73 to 81 (inclusive) and 118 of Table A shall not apply to the Company.

## **SHARE CAPITAL**

### **2.1 Disapplication of statutory pre-emption provisions**

The provisions of section 89(1) of the Act shall not apply to the Company.

### **2.2 Redeemable shares**

Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share, is liable to be redeemed.

### **2.3 Purchase of own shares**

Subject to the provisions of the Act, the Company may purchase any of its own shares.

### **2.4 Power to redeem or purchase out of capital**

Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 2.2 or 2.3 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **3.1 Proxy vote**

A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

### **3.2 Corporate representative and joint holder**

In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 53 of Table A. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53 aforesaid.

## **DIRECTORS**

### **4. No directors' shareholding qualification for directors**

A director shall not be required to hold any qualification shares in the Company.

## **POWERS AND DUTIES OF DIRECTORS**

### **5.1 Directors' interests**

Subject to the provisions of the Act as to disclosure and otherwise a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest

a director may vote on any matter in which he is interested (including, without limitation, any insurance which the Company may be empowered to effect and/or maintain for, or for the benefit of, himself or any other director) and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulations 85, 94 and 95 of Table A shall be modified accordingly.

## **5.2 Directors' attendance at board meetings**

It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

# **APPOINTMENT AND DISQUALIFICATION OF DIRECTORS**

## **6.1 Majority holders' right to appoint and remove directors**

Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the 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 directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

## **6.2 Disqualification**

The office of a director shall be vacated if:-

6.2.1 by notice in writing to the Company he resigns the office of director;

6.2.2. he shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;

6.2.3 he becomes bankrupt or enters into any arrangement with his creditors;

6.2.4 is prohibited from being a director by an order made under any provision of the Act;

6.2.5 he becomes of unsound mind; or

6.2.6 he is removed from office under article 6.1.

### **6.3 No age limit for directors**

Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

## **PROCEEDINGS OF DIRECTORS**

### **7.1 Participation at meetings by telephone**

Any director or member of a committee of directors may participate in a meeting of the directors or such committee by means of conference telephone or any other communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any person so participating shall be entitled to vote and be counted in a quorum accordingly.

## **7.2 Non-board members of committees**

The following sentence shall be added to regulation 72 of Table A: "Any committee shall have power, unless the directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director or directors of the Company".

## **THE SEAL**

### **8.1 Sealing**

The directors or a committee of directors authorised to do so by the directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such case that the secretary or the designated director alone may sign any instrument to which the seal is to be affixed pursuant to that authority, and regulation 101 of Table A shall be modified accordingly.

### **8.2 Execution of a document as a deed**

Subject to the provisions of the Act, a document signed by a director and the secretary of the Company, or by two directors of the Company, and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under the seal of the Company if its execution in that way is authorised by the directors or a committee of directors authorised to do so by the directors.

## **83. Official seal**

The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing such official seal and signing any instrument on which it is used, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

## **INDEMNITY**

### **9.1 Officers' indemnity**

Without prejudice to any other indemnity to which he may be entitled, every director or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the exercise, execution and/or discharge of the powers and 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 727 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 insofar as its provisions are not avoided by section 310 of the Act.

### **9.2 Directors' power to purchase indemnity insurance**

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

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