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**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

24 27 3 80

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

Name of company

* ADVANCED ENGINEERING TECHNIQUES LIMITED

* insert full
name of Company

I, SIDNEY FELDMAN
of 49 Green Lanes London N16 9BU

† delete as
appropriate

do solemnly and sincerely declare that I am a
person named as _____ secretary of the company in the statement delivered to the registrar
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 16 Heathfield Terrace,
London W4 4JE

Declarant to sign below

the 20th day of September

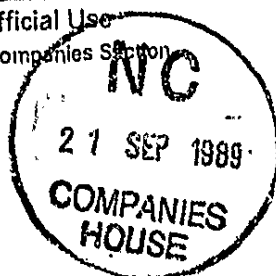
One thousand nine hundred and eighty-nine
before me N. A. H. JAMES

A Commissioner for Oaths

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

CLIFTON SECRETARIAL AGENCY
LTD.
49 Green Lanes London N16 9BU

For official Use
New Companies Section



Post room



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

* Insert full name
of company

Name of company

* ADVANCED ENGINEERING TECHNIQUES LIMITED

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

13, HODDERSFIELD ROAD	
BARNESLEY	
Postcode	S70 2LR

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



Gliffen Secretarial Agency Ltd.	
49 Green Lanes.	
London, N16 9BU.	
01-359 3387/3396	
Postcode	

Number of continuation sheets attached (see note 1)



Presenter's name, address and
reference (if any)
Gliffen Secretarial Agency Ltd.
49 Green Lanes,
London, N16 9BU,
01-359 3387/3396

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 (note 2) are as follows:

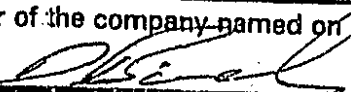
Please do not write in this margin

Name (note 3) <u>JOHN COPELAND</u>		Business occupation <u>COMPANY DIRECTOR</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>148 MILLHOUSES LANE</u> <u>SHEFFIELD</u>		Date of birth (where applicable) (note 6)
Postcode <u>S7 2HF</u>		
Other directorships † <u>MEDICAL EQUIPMENT MANUFACTURERS (SHEFFIELD) LIMITED</u> <u>NYECROFT LIMITED</u>		
I consent to act as director of the company named on page 1		
Signature <u>John Copeland</u>		Date <u>12 Sept / 89</u>

Enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

Name (note 3) <u>REGINALD COPELAND</u>		Business occupation <u>COMPANY DIRECTOR</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>6 HUNTERS LANE</u> <u>SHEFFIELD</u>		Date of birth (where applicable) (note 6)
Postcode <u>S13 8</u>		
Other directorships † <u>MEDICAL EQUIPMENT MANUFACTURERS (SHEFFIELD) LIMITED</u>		
I consent to act as director of the company named on page 1		
Signature <u>R. Copeland</u>		Date <u>12.9.89</u>

Name (note 3) <u>PHILIP WILSON</u>		Business occupation <u>MARKETING MANAGER</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>17 DERWENT LANE</u> <u>HATHERSAGE, SHEFFIELD</u>		Date of birth (where applicable) (note 6)
Postcode <u>S30 1AS</u>		
Other directorships † <u>NONE</u>		
I consent to act as director of the company named on page 1		
Signature <u>P.G. Wilson</u>		Date <u>12/9/89</u>

Name (note 3) DAVID BIRCH		Business occupation ENGINEER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 55 STRADBROKE RD SHEFFIELD		Date of birth (where applicable) (note 6)
	Postcode S13 8LR	
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 12/9/89

Please do not
write in
this margin

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

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 3 & 7)		SIDNEY FELDMAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		49 Green Lanes, London, N.16.	
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date 20 SEP 1989	

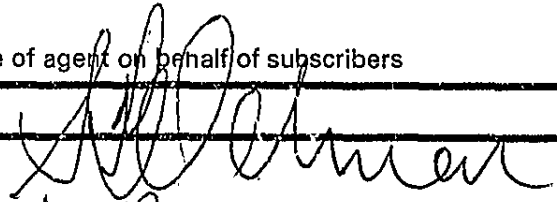
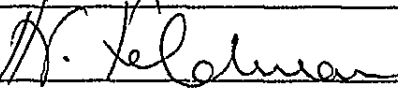
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

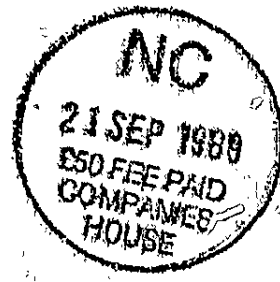
Signed		Date 20 SEP 1989
Signed		Date 20 SEP 1989
Signed		Date /
Signed		Date
Signed		Date
Signed		Date

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ADVANCED ENGINEERING TECHNIQUES LIMITED



1. The name of the Company is "ADVANCED ENGINEERING TECHNIQUES 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, electrical, civil, light general and agricultural engineers, joiners, painters, toolmakers, sheet metal workers, laser cutters, steel stockists, steel fabricators, scrap metal merchants, dealers in ferrous metals, chrome, brass and alloys; metal and alloy makers, refiners and workers, founders, smiths, project engineers, panel beaters, rollers, turners, millers, electrical and oxyacetylene welders and platers and as manufacturers of and dealers in abrasive materials plastics, fibreglass, chemicals, jigs, tools, gauges patterns, models, files, pressure gauges and engineers' supplies, requisites and equipment of all descriptions. To carry on business as contractors and agents for, dealers in, and providers of all engineering, building and allied trades services for the electricity, gas, telephone, water, sewers, aerodromes, harbours, railways, service, roads, fire protection, pneumatic equipment, security devices, radio, television, electronic and allied trades, industries, public works and public utility undertakings, plant equipment and motor vehicle hirers, dealers and distributors, hot water, heating and ventilating engineers, wholesalers and retailers importers and exporters; to provide technical management, design consultancy services, and to act as engineering consultants and advisers and as designers, developers and manufacturers of, agents and contractors for, and dealers in, engineering products generally, draughtsmen, tracers, engravers, model makers, artists and illustrators.

Gilman Secretarial Agency Ltd.

59 Green Lanes.

London, N16 9BU.

TEL 359 3387/3395

185027
10167

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company, not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) 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 any 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 and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

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

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

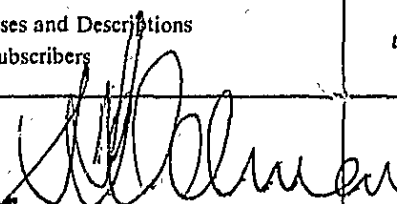



It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.


5. The share capital of the Company is £100,000
divided into 100,000 shares of £1 each.

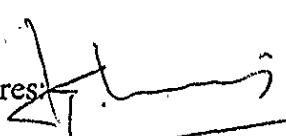
6. The shares in the original or any increased capital of the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of the 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, (in words).
S. FELDMAN,  49, Green Lanes, London, N.16. Company Secretary.	 One
H. F. FELDMAN,  49, Green Lanes, London, N.16. Secretary.	 One

 - 3 APR 1989

DATED the 4th day of June 1988 

WITNESS to the above Signatures: 

H. MORRIS,

49, Green Lanes,
London, N.16.

Secretary.

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

ADVANCED ENGINEERING TECHNIQUES LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company save that the following clauses are excluded or varied thereby viz., 24, 46, 47, 48, 50, 64, 73-77 (incl.), 80, 94, 95 and 97.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Companies Act 1985 and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

SHARES

3. (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine up to the amount of the share capital of the Company during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 sections 89(1) and 90(1)-(6) shall not apply to the Company.

(B) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

(C) Subject to the statutes the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

LIEN

4. The lien conferred by Clause 8 of Table A shall attach to all shares, whether fully paid or not and 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.

TRANSFER OF SHARES

5. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in

writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS


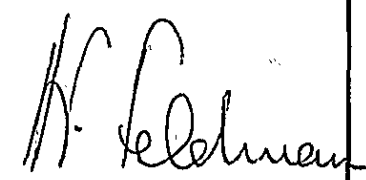
7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten.
8. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
9. Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or a security for any debt liability or obligation of the Company or of any third party.


INDEMNITY

11. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers
<p>S. FELDMAN,  49, Green Lanes, London, N.16. Company Secretary.</p>
<p>H. F. FELDMAN,  49, Green Lanes, London, N.16. Secretary.</p>

DATED the 3rd day of April 1989

WITNESS to the above Signatures:


H. MORRIS,
49, Green Lanes,
London, N.16.
Secretary.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2427380

I hereby certify that

ADVANCED ENGINEERING TECHNIQUES LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 28 SEPTEMBER 1989

F. A. Joseph.

F. A. JOSEPH

an authorised officer



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2427380

Name of company

* ADVANCED ENGINEERING TECHNIQUES LIMITED

* Insert full name
of company

gives notice that the 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 along-
side should be
completed as in the
following examples:

Day Month

3	1	1	0
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

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

Signed

John Copeland

Designation‡

M.D. (Director)

Date *10 / 10 89*

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

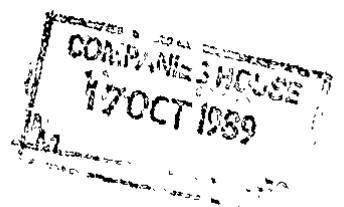
HARRIS + Co

13 HUDDERSFIELD ROAD

BARNLEY

For official Use
General Section

Post room



COMPANY NO. 2427380

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

ADVANCED ENGINEERING TECHNIQUES LIMITED

Passed the 28th day of September 1989

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company convened and held on the 28th day of September 1989 the following SPECIAL RESOLUTIONS WERE DULY PASSED :-

- 1) That the number 30 shall be inserted in Article 1 of the Articles of Association.
- 2) That the existing Article 5 of the Articles of Association be deleted, and the following Article 5 be substituted therefor :-

TRANSFER OF SHARES

5. Shares of the Company shall not be disposed of or transferred except in the following cases:

(a) Any share may be transferred by a Member to any other Member or

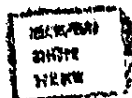
(b) Any share may be transferred by a Member to the spouse or child or children or issue of such Member

(c) Any share in the name of a deceased Member may be transferred to
(i) the widow or widower of such deceased Member
(ii) any child or children or issue of such deceased Member
(iii) the Executors or Trustees of the Estate of the deceased Member to hold in their names

(d) In all other cases except those comprised in Clause (a) (b) and (c) above a Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give

notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as he may think fit within three months from the date of the said notice.

Gliffen Secretarial Agency Ltd
49 Green Lanes,
London, N16 9BU.
01-359 3387/3396



John G. ...

