

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

12

Pursuant to section 23(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Name of Company

[] [] [] []

2509857

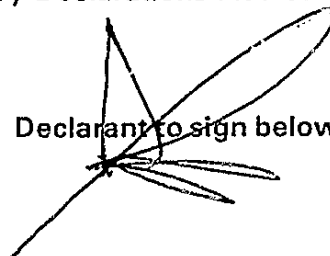
*
FIELDBONDS LIMITED

I, Robert Stephen Kelford a duly authorised Officer of
Chettleburgh International Limited of Temple House, 20
Holywell Row, London EC2A 4JB

do solemnly and sincerely declare that Chettleburgh International Limited is
the body corporate 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 1935

Declared at 130 High Street
Hornchurch
Essex RM12 4UH
the 30th day of May
One Thousand nine hundred and NINETY
before me

Declarant to sign below



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

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

CHETTLEBURGH'S LIMITED
Temple House,
20, Holywell Row,
London EC2A 4JB

Tel: (01) 377-0381

For Official use

General Section

Post room



COMPANIES FORM No. 10

10

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

Pursuant to Section 10 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold black lettering.

To the Registrar of Companies

For official use

Name of Company

* FIELD BONDS LIMITED

* Insert full name
of company

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

Temple House,	
20, Holywell Row,	
London	
Postcode	EC2A 4JB

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

CHETTLEBURGH'S LIMITED	
Temple House	
20 Holywell Row	
London	
Postcode	EC2A 4JB

Number of continuation sheets attached (see note 1)

0

Presentor's name address and
reference (if any):CHETTLEBURGH'S LIMITED
Temple House
20 Holywell Row
London EC2A 4JBFor Official use
General Section

Post room

the name(s) and particulars of the person who is, or the persons who are, to be the
director or directors of the company (note 2) are as follows:

Please do not
write in
this margin

Name (note 3) CHEYTTLEBURGH'S LIMITED		Business occupation Company Registration Agents	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4) Temple House, 20 Holywell Row, London		British	
Postcode EC2A 4JB		Date of Incorporation 29th August, 1958.	
Other directorships + None			
I consent to act as director of the company named on page 1			
Signature		Dated the 1st May 1990	

+ enter particulars
of other
directorships
held or previously
held (see note 5)
If this space is
insufficient use a
continuation sheet.

Robert Stephen Kelford for and
on behalf of Chettleburgh's Limited

the name(s) and particulars of the person who is, or the persons who are to be the
secretary, or joint secretaries of the company are as follows:-

Name (notes 3 & 7) Chettleburgh International Limited	
Previous name(s) (note 3) N/A	
Address (notes 4 & 7) Temple House, 20 Holywell Row London	
Postcode	EC2A 4JB
I consent to act as secretary of the company named on page 1	
Signature	Dated the 1st May 1990

Robert Stephen Kelford for and on behalf
of Chettleburgh International Limited

Signature of agent on behalf of subscribers	Dated the 1st May 1990
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THE COMPANIES ACT 1985.
A PRIVATE COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION of

FIELD BONDS LIMITED

1. The name of the Company is:- FIELD BONDS LIMITED
2. The Registered Office of the Company will be situated in England and Wales
3. The company's objects are to act as designers, manufacturers, exporters, importers, wholesalers and retailers of all produce, products, goods and articles for personal, domestic, commercial or industrial use and to carry out all or any service industry in relation thereto or concerning leisure, relaxation or pastimes and to make all kinds of investments or such other objects as the Company may from time to time by Special Resolution prescribe and the doing of all such other things as are incidental or conducive to the attainment of such objects.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1 each.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One

Anglo-Japanese Consultants

Total Shares Taken

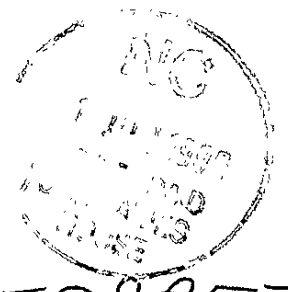
Two

Dated the 1st day of May 1990

Witness to the above signatures:-

Ian Michael Cheffins
Temple House
20 Holywell Row
London EC2A 4JB

Company Registration Agent.



2509857

MB £1250

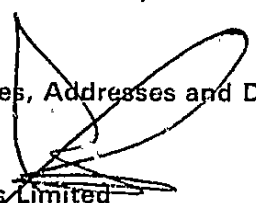
THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION of

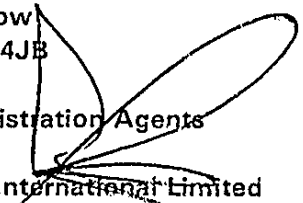
FIFTEENBONDS LIMITED

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company either in their entirety or with such variations as the Company shall by Special Resolution from time to time prescribe.

Names, Addresses and Descriptions of the Subscribers.


Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Anglo-Japanese Consultants

Dated the 1st day of May, 1990

Witness to the above signatures:-

Ian Michael Cheffins
Temple House
20 Holywell Row
London EC2A 4JB

Company Registration Agent

FILE COPY



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

No. 2509857

I hereby certify that

FIELD BONDS 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 8 JUNE 1990

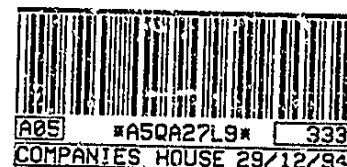
P. Bevan
P. BEVAN

an authorised officer

Company Number: 2509257

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
FIELDBONDS LIMITED

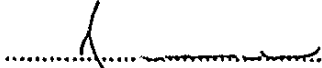
(Passed on 19th December 1994)



At an Extraordinary General Meeting held on 19th December 1994 at Environment House, 6 Union Road, Nottingham, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT pursuant to Section 250 of the Companies Act 1985 (as amended), the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the said Act.


For and on behalf of
M.M. Secretariat Limited
as Corporate Secretary

Presented by:
M.M. Secretariat Limited
Environment House
6 Union Road
Nottingham NG3 1FH