

COMPANIES FORM No. 12

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

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

To the Registrar of Companies

For official use

For official use

--	--	--

2521174

Name of company

* SPEED 536 LIMITED

* insert full name
of company

I, SUNDER MANSUKHANI

of Classic House, 174-180 Old Street,

London. EC1V 9BP

§ delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)] and that all 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 Staple Inn Buildings (South)

Declarant to sign below

Staple Inn, London.

WC1V 7QE

dated 2/2/90

Shams

before me

A.J. HOOPER
SOLICITOR

A commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

For official Use

New Companies Section

Post room

Companies Form No. 10

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

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Name of company

SPEED 536 LIMITED

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

Classic House, 174-180 Old Street, London EC1V 9BP

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

STANLEY DAVIS COMPANY SERVICES LTD
CLASSIC HOUSE
174-180 OLD STREET
LONDON
EC1V 9BP

Number of continuation sheets attached

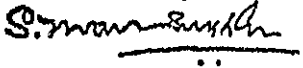
Presentor's name address and
reference (if any):

For official Use

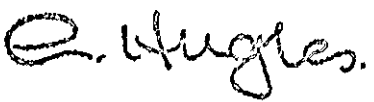
General Section

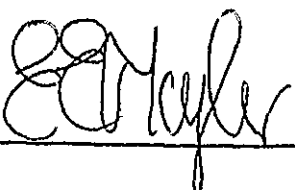
Post room

The names and particulars of the person who is to be the first director of the company are as follows:

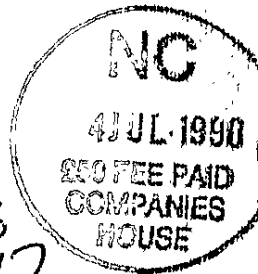
Name SUNDER MANSUKHANI	Business occupation FORMATION AGENT
Previous name(s) NONE	Nationality BRITISH
Address CLASSIC HOUSE 174-180 OLD STREET LONDON	Date of birth (where applicable) N/A
Postcode EC1V 9BP	
Other directorships STEPHEN COX LAW SERVICES LTD	
I consent to act as director of the company named on Page 1	
Signature 	Date 15 MAY 1990

The name and particulars of the person who is to be the first secretary of the company are as follows:

Name LYNN HUGHES
Previous name(s) CARRINGTON
Address CLASSIC HOUSE 174-180 OLD STREET LONDON
Postcode EC1V 9BP
I consent to act as secretary of the company named on Page 1
Signature 
Date 15 MAY 1990

Signature of agent on behalf of subscribers 
Date 15 MAY 1990

The Companies Act 1985
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION



252 1174

455
117

1000

of

SPEED 536 LIMITED

1. The Company's name is **SPEED 536 LIMITED**
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
 - (ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters; company promoters, underwriters, and dealers in stocks, shares, loans, annuities and other securities, mortgage brokers and insurance agents.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, 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 necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, 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 acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of 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.
- (P) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) 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.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and 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 funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

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

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 and Addresses
of Subscribers

Number of Shares Taken
by each Subscriber

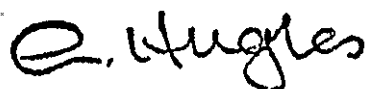
SUNDER MANSUKHANI
Classic House
174-180 Old Street
London
EC1V 9BP

ONE



LYNN HUGHES
Classic House
174-180 Old Street
London
EC1V 9BP

ONE



Dated the 15th day of May 1990

Witness to the above Signatures:-

MAURICE GRIF
Classic House
174-180 Old Street
London
EC1V 9BP



The Companies Act 1985

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

SPEED 536 LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot,

grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

(i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;

(ii) the Members in General Meeting may by Ordinary Resolution:-

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority);

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special

Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 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. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid 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 moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of

the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.

(i) 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.

13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share

until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulations 38 and 59 of Table A shall be modified accordingly.

15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

18. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

19. 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 or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

21. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names and Addresses of Subscribers

SUNDER MANSUKHANI
Classic House
174-180 Old Street
London
EC1V 9BP

S. Mansukhani

LYNN HUGHES
Classic House
174-180 Old Street
London
EC1V 9BP

L. Hughes.

Dated the 15th day of May 1990

Witness to the above Signatures:-

MAURICE GRIFFIN
Classic House
174-180 Old Street
London
EC1V 9BP

M Griffin

FILE COPY



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

No. 2521174

I hereby certify that

SPEED 536 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 11 JULY 1990

A handwritten signature in dark ink, appearing to be 'J. H. Jones'.

an authorised officer

Company No: 2521174

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

of SPEED 536 LIMITED

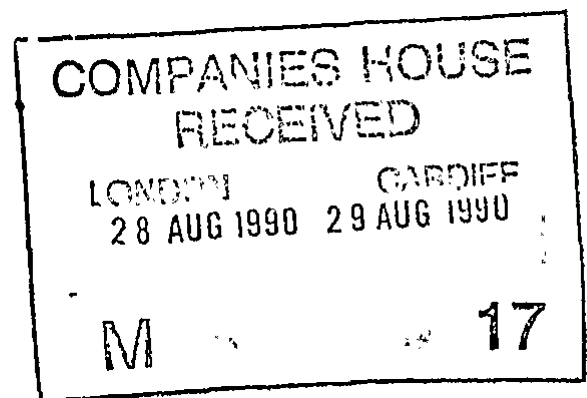
At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 15th August, 1990
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed *S. Mansukhani*

S. Mansukhani - Chairman



MBC Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-250 3350 Fax 071-608 0867
LDE Box No. 274

U5-09-90

3. The Company's objects are:-

- (A) *To carry on the business of builders, contractors and decorators glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds; to manufacture and deal in builder's, contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds, and to buy, take on lease or otherwise acquire land for the purpose of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works, and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.*

Company Number 2521174
The Companies Act 1985 and 1989



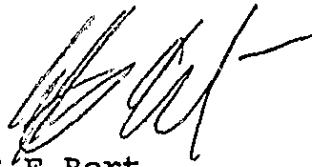
SPECIAL RESOLUTION
of
SPEED 536 LIMITED

Passed on 24 August 1990

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 27 Hammersmith Grove, London W6 7EN on 24 August 1990 the following Resolution was passed as a Special Resolution of the Company

SPECIAL RESOLUTION

"That the name of the Company be changed to SLP Davy Engineering Limited"


S E Bort
Secretary

Dated this 24th day of August 1990



rw £ 40.00
000606



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2521174

I hereby certify that

SPEED 536 LIMITED

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

SLP DAVY ENGINEERING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 18 SEPTEMBER 1990

A handwritten signature in cursive script that reads "Robin Woodyatt".

ROBIN WOODYATT

an authorised officer

2521174

COMPANIES ACT 1985

RESOLUTIONS OF SLP DAVY ENGINEERING LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at 27 Hammersmith Grove on the 9th day of October 1990 the following special resolutions were duly passed.

ORDINARY RESOLUTION

RE-DESIGNATION OF AUTHORISED SHARES

That the existing 1,000 shares of £1 each in the share capital of the Company be re-designated as 250 "D" shares of £1 each and 750 "S" shares of £1 each.

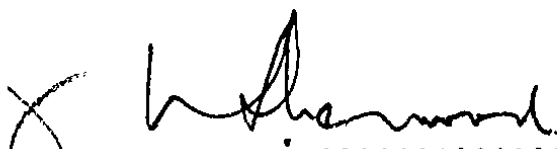
SPECIAL RESOLUTIONS

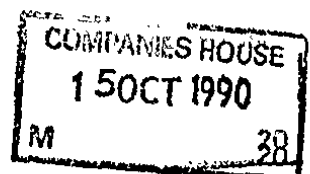
APPROVAL OF SHARE SUBSCRIPTION

- 1 a) That by virtue of Section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the new Articles of Association to be adopted pursuant to the Special Resolution set out below.
- b) That the subscription by Davy McKee International Limited ("Davy") for 25 "D" shares and by SLP Engineering Limited ("SLP") for 73 "S" shares both on the terms set out in the Agreement to be entered into between Davy (1), SLP (2), SLP-Davy Engineering Limited (3) and Davy Corporation PLC (4) (a draft of which has been produced to this meeting) be and is hereby approved.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

- 2 That the Articles of Associations contained in the printed document produced to the meeting and for the purpose of identification signed by the Chairman be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.


.....
Chairman



The Companies Act 1985

Private Company Limited By Shares

NEW

ARTICLES OF ASSOCIATION

of

SLP DAVY ENGINEERING LIMITED

(Adopted by Special Resolution passed September 1990)

PRELIMINARY

- 1. In these Articles and in Table A -**

"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

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

2. The Company is a Private Company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.
3. (1) The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. In the event of any ambiguity or inconsistency between such regulations and these Articles, the provisions of these Articles shall prevail.
(2) Any proposed amendment to or variation of these Articles or of the Memorandum of Association of the Company shall be deemed to be a variation of the rights attached to the "D" Shares and the "S" Shares in the capital of the Company.
4. Regulations 2, 8, 17, 24, 32(a), 39, 40, 41, 50, 64, 65, 73 to 80 inclusive 89 and 118 of Table A shall not apply to the Company.
5. The Company shall not have power to issue share warrants to bearer.
6. The provisions of Section 89(1) of the Act shall not apply to the Company.

SHARE CAPITAL

7. (1) The capital of the Company (at the date of adoption of these Articles) is £1,000, divided into 750 "S" Shares of £1 each and 250 "D" Shares of £1 each.
(2) "S" Shares and "D" Shares shall constitute different classes of shares for the purposes of the Act but shall save as in these Articles expressly provided confer upon the holders thereof the same rights and rank pari passu in all respects.
8. Unissued shares in the capital of the Company for the time being shall only be allotted as follows:-

- (A) every allotment as between the holders of "S" Shares and the holders of "D" Shares shall be made in proportion to the then existing holdings of "S" Shares and "D" Shares;
 - (B) on the occasion of each allotment the "S" Shares and the "D" Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment;
 - (C) no shares of either class shall be issued otherwise than to members holding shares of the same class without the prior written consent of all the members;
 - (D) as between holders of shares of the same class the shares of that class being allotted shall be allotted in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing;
 - (E) the maximum amount of relevant securities (as defined by Section 80(2) of the Act) which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article 8 shall be the authorised but as yet unissued Share Capital of the Company at the date of adoption of these Articles. The authority conferred on the directors by this Article 8 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
9. Save as provided in Article 8 the Directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.
10. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time

and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.
12.
 - (1) No transfer of any shares or any interest in any shares shall be made by any member except with the prior written consent of all other members.
 - (2) The Directors shall register any transfer made pursuant to or permitted by the foregoing provisions of this Article, but shall refuse to register any other transfer.

GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members present in person or by proxy (or, in the case of a member being a

Corporation by representative) shall be a quorum for all purposes, provided that so long as the issued share capital of the Company is divided into "D" and "S" Shares, one such member shall be the holder of a "D" Share and the other the holder of an "S" Share. Where all the holders of any such class have waived in writing the quorum requirement as concerns that class then such waiver shall be effective for the meeting or particular business specified in the waiver or otherwise as specified in the waiver.

14. (1) If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week but one (or if that day be a holiday to the next working day thereafter) and at the same time and place or to such other date time and place (not being more than 30 days nor less than 10 days after the date appointed for the adjourned meeting unless so agreed by the holders of not less than nine tenths in nominal value of the shares entitled to vote at the meeting) as the Directors may determine and if at the adjourned meeting a quorum of one "S" Shareholder and one "D" Shareholder is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- (2) Where a meeting is adjourned under paragraph (1) of this Article for 10 days or more not less than 7 days notice of the adjourned meeting shall be given as in the case of an original meeting.

15. (1) No "S" Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of a "D" Director (as defined in Article 17);
- (2) No "D" Share shall confer any right to vote either on a show of hands or on a poll upon a Resolution for the appointment or removal from office of an "S" Director (as defined in Article 17);

- (3) If at any meeting any holder of any "D" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "D" Shares held by members present in person or by proxy shall be pro tanto increased so that such "D" Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the "D" Shares if all the holders thereof were present; and
- (4) If at any meeting any holder of any "S" Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "S" Shares held by members present in person or by proxy shall be pro tanto increased so that such "S" Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the "S" Shares if all the holders thereof were present.

DIRECTORS

16. The Directors shall be not more than five in number.
17. (1) The holders of a majority of the "S" Shares may from time to time appoint any person to be a Director but so that not more than four persons shall at any one time hold office by virtue of an appointment by holders of "S" Shares under this Article. Each person holding office pursuant to this Article is herein called an "S" Director.
- (2) Each "S" Director shall hold office subject to Article 23 hereof and may at any time be removed from office by the holders of a majority of the "S" Shares.

- (3) The holders of a majority of the "D" Shares may from time to time appoint any person to be a Director but so that not more than one person shall at any one time hold office by virtue of an appointment by the holders of "D" Shares under this Article. Each person holding office pursuant to this Article is herein called a "D" Director.
 - (4) Each "D" Director shall hold office subject to Article 23 hereof and may at any time be removed from office by the holders of a majority of the "D" Shares.
 - (5) Any such appointment or removal shall be made in writing under the hands of the holders for the time being of the shares in whom the power of appointment or removal is vested, or their duly authorised agents and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company or delivered to the Secretary or to a meeting of the Directors.
18. A Director (including an alternate director) shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act a Director (including an alternate 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 and

the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered. Regulations 94 and 97 of Table A shall not apply to the Company.

ALTERNATE DIRECTORS

20. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

DISQUALIFICATION OF DIRECTORS

21. Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:-

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
or"

"(e) he is otherwise duly removed from office."

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

PROCEEDINGS OF DIRECTORS

22. The Directors may subject to these Articles meet together for the despatch of business, and adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business at any meeting of the Directors or of any committee shall comprise one "S" Director and one "D" Director and Article 72 of Table A shall be amended accordingly.
23. Questions arising at any meeting of the Directors or of any committee shall be decided by a majority of votes of the Directors present and the Chairman shall have no second or casting vote and Article 88 of Table A shall be modified accordingly.
24. The words "of filling vacancies, or" shall be omitted from regulation 90 of Table A.
25. Regulation 88 of Table A shall be amended by substituting for the sentence:-
- "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."
- the following sentence:
- "Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom."

CAPITALISATION OF PROFITS

26. On any occasion when shares are allotted and distributed credited as fully paid pursuant to the provisions of Regulation 110 of Table A the shares allotted to holders of "S" Shares shall forthwith on allotment automatically stand converted into "S" Shares and the shares allotted to holders of "D" Shares shall forthwith on allotment automatically stand converted into "D" Shares.

27. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

GENERAL

28. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office.
29. The Board of Directors of the Company shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

**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 letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2521174

Name of company

* SLIP DAVY ENGINEERING LIMITED* Insert full name
of companygives 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:

Day Month

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

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

Designation‡

Secretary

Date

22/10/90

Presenter's name address and
reference (if any):For official Use
General Section

Company Number 2521174
The Companies Acts 1985 and 1989

SPECIAL RESOLUTIONS
OF
SLP DAVY ENGINEERING LIMITED

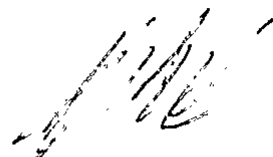
Passed on 8 October 1990

At an Extraordinary General Meeting of the above named Company duly convened and held at 27 Hammersmith Grove, London W6 on 8 October 1990 the following Resolution was passed as a Special Resolution of the Company.

SPECIAL RESOLUTIONS

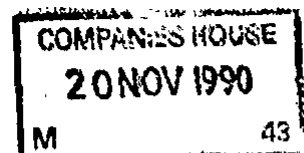
1. Memorandum of Association

That the provisions of the Memorandum of Association of the Company be altered by deleting the existing clause 3 thereof and substituting therefor a new clause in the form set out in the document marked 'A', submitted to this meeting and for the purpose of identification signed by the Chairman thereof.



S' E Bort
Secretary

Dated this 8th day of October 1990



Hamilton

THE COMPANIES ACT 1985 AND 1989

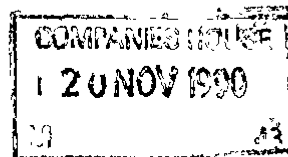
No. 2521174

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(As amended by Special Resolution passed on 8 October 1990)
OF

SLP DAVY ENGINEERING LIMITED

Incorporated the 11th day of July 1990.



COMPANY LIMITED BY SHARES

M E M O R A N D U M O F A S S O C I A T I O N

(altered by Special Resolution passed on 8 October 1990)

of

SLP DAVY ENGINEERING LIMITED

1. The name of the Company is SLP DAVY ENGINEERING LIMITED.*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 1. To design, procure and build accommodation produces and other similar structures for use in the oil exploration and production industry.
 2. To apply for, purchase or otherwise acquire any contracts, decrees and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management or control of public works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 3. To take over, purchase, lease or otherwise acquire any freehold, leasehold, or other property, and any other rights, privileges or easements whatsoever, over or in respect of any property, and any buildings, plant, stock, vessels or things which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
 4. To carry on business as civil, electrical, mechanical, chemical, nuclear, structural, constructional, heating, ventilating, motor, marine, aeronautical, general and consulting engineers, and contractors generally.
 5. To buy, sell, manufacture, construct, repair, maintain, design, assemble, test, convert, alter, export, import, hire, let on hire and deal in equipment of every description, plant, commodities, machinery, vehicles, vessels, all kinds of engines, implements, apparatus, instruments and suppliers and requisites for manufacturing, builders, and engineers of all kinds and all things necessary or useful for carrying on any of the above business or usually dealt with by persons engaged therein.

* The name of the Company was changed from SPEED 536 LIMITED to SLP DAVY ENGINEERING LIMITED by Special Resolution passed on 24 August 1990.

6. To purchase for investment or resale, and to traffic in, develop and improve land, residential, commercial and other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land, residential, commercial and other property or any interest therein and generally to deal in by way of sale, lease, exchange, or otherwise land, residential, commercial and other property whether real or personal.
7. To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousing, designers, advertising contractors or agents, or trustees, brokers or agents for any company.
8. To manufacture, refine, repair, purchase or sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
9. To carry on any other activity whatsoever and do anything of any nature which may seem to the Board of Directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Board of Directors calculated directly or indirectly to benefit the Company.
10. To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to traffic in, sell, let, licence or otherwise dispose of in whole or in part, any lands, buildings, machinery, plant, rights, privileges, concessions, patents, patent rights, secret processes, licences, stock-in trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
11. To enter into and perform and carry into effect any arrangement with any other person, association of persons, firm, body, government or local or municipal authority in any part of the world which is required for the performance of or which is ancillary or supplemental to the carrying out of the above businesses or any of them and in addition the Company shall be empowered to accept payment for any goods sold or services rendered or performed by the Company either in cash or in kind or partly in one way and partly in another or in such other manner as the Company may deem expedient.
12. To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in

such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description or by more than one or by all of these methods or by any other method.

13. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies.
14. To grant remuneration, pensions, allowances, gratuities, bonuses and any other benefits to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or to their dependants or relations or connections, and to make payments towards insurance for any such person, and to establish, maintain or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons.
15. To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem to the Board of Directors to be calculated directly or indirectly to benefit the Company.
16. To lend money, make advances and give credit to any person, firm or company with or without security and otherwise on such terms as may seem expedient and to guarantee the obligations and contracts of such a person, firm or company or otherwise 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 seem to the Board of Directors to be calculated directly or indirectly to benefit the Company.
17. To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by more than one or by all of such methods or by any other method, the performance of the contracts or obligations and the repayment or payment of the principal and premium of an interest and dividends on any securities or obligations of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 736 of the Companies Act, 1985 of the Company, or another subsidiary as defined by the said Section of such a holding company or otherwise associated with the Company in business.

18. To procure the Company to be registered or recognised in any country or place in any part of the world.
19. To compensate for loss of office any Directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
20. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company and or individual party or incidental to the negotiations between the promoters to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
21. To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company and to effect re-insurance or counter-insurance.
22. To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
23. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
24. To pay for any property or rights acquired by, or for any services rendered to, the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
25. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, or for any services rendered by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

26. To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any trust, association, institution or fund whether connected with any particular trade or business, or with trade or commerce generally or not, or whether in the interests of the Company generally, or for the benefit of any employees or officers (including Directors) at any time of the Company of their families.
27. To give any employee or officers (including Directors) of the Company a share or interest in the profits of the Company's business or part thereof and for that purpose to enter into any arrangement that the Directors might think fit.
28. To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
29. To carry out research and development of all kinds and expand money thereon in furtherance of any of the above objects.
30. 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.
31. 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, subsidiaries or otherwise.
32. To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the Members is limited.
5. The capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase the capital, and to divide such increased capital into several classes, and to attach thereto respectively any preferential qualified special or deferred rights, privileges, restrictions and conditions, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions contained in the accompanying Articles of Association.

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 Description of Subscribers	Number of Shares taken by each Subscriber
--	---

SUNDER MANSUKHANI
Classic House
174-180 Old Street
London EC1V 9BP

One

LYNN HUGHES
Classic House
174-180 Old Street
London EC1V 9BP

One

Dated this 4th day of January 1990

Witnesses to the above Signature of

MAURICE GRIFFIN
Classic House
174-180 Old Street
London EC1V 9BP

The Companies Act 1985

No. 2521174

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

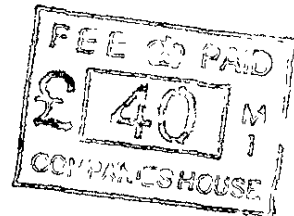
(As amended by Special Resolution
passed on 21 February 1990)

OF

SLP DAVY ENGINEERING LIMITED

Incorporated the 29th day of January 1990.

45/25/2



Company Number 2521174
The Companies Act 1985 and 1989

SPECIAL RESOLUTION
OF
SLP DAVY ENGINEERING LIMITED

Passed on 1 February 1991

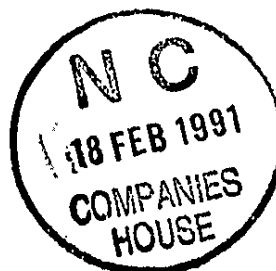
At an Extraordinary General Meeting of the above named Company, duly convened, and held at 27 Hammersmith Grove, London W6 7EN on 1 February 1991 the following Resolution was passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

"That the name of the Company be changed to SLP Engineering Teesside Limited"


S E Bort
SECRETARY

Dated this 1 day of February 1991



20/40/000815



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2521174

I hereby certify that

SLP DAVY ENGINEERING LIMITED

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

SLP ENGINEERING TEESSIDE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 FEBRUARY 1991

M. Rose
M. ROSE

an authorised officer

Company Number 2521174

The Companies Act 1985

ELECTIVE RESOLUTION

OF

SLP DAVY ENGINEERING LIMITED

Passed on 18 March 1991

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 27 Hammersmith Grove, London W6 7EN on 18 March 1991, the following Resolutions were passed as Elective Resolutions of the Company:

ELECTIVE RESOLUTIONS

1. "That the Company dispense with the holding of Annual General Meetings",
2. "That the Company dispense with the laying of accounts and reports before General Meetings",
3. "That the Company dispense with the obligation to re-appoint auditors annually".

Certified true copy

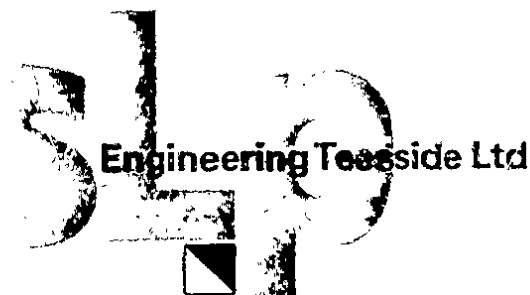


S E Bort
SECRETARY

Dated 18 March 1991



SLP
Engineering Teesside Ltd
DATE



Company Number: 2521174

Commercial Street
Middlesbrough
Cleveland TS2 1PW
Telephone (0642) 223534
Fax (0642) 232075

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION
OF
SLP ENGINEERING TEESSIDE LIMITED

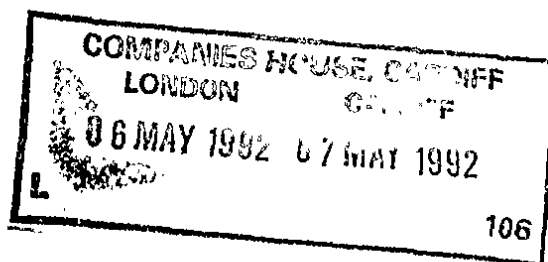
- . At an Extraordinary General Meeting of the Company held at Hamilton House, Battery Green Road, Lowestoft on 12th day of March 1992, the following Resolution was duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 386 of the Companies Act 1985 the Company shall dispense with the appointment of Auditors annually.

X Edward

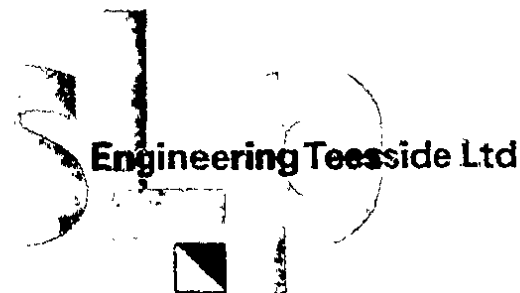
CHAIRMAN OF THE MEETING



your ref

our ref.

date



Company Number: 2521174

Commercial Street
Middlesbrough
Cleveland TS2 1PW
Telephone (0642) 223534
Fax (0642) 232075

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION
OF
SLP ENGINEERING TEESSIDE LIMITED

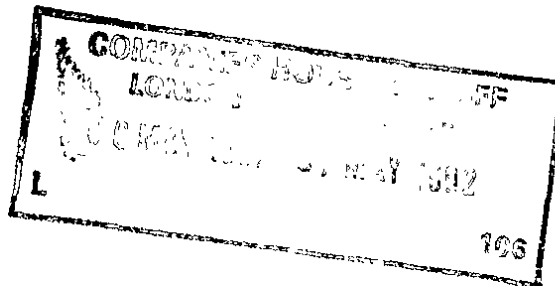
At an Extraordinary General Meeting of the Company held at Hamilton House, Battery Green Road, Lowestoft, Suffolk on 12th day of March 1992, the following Resolution was duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 366A of the Companies Act 1985 the Company shall dispense with the holding of Annual General Meetings.

A handwritten signature in black ink, appearing to read 'J. Hedward'.

CHAIRMAN OF THE MEETING



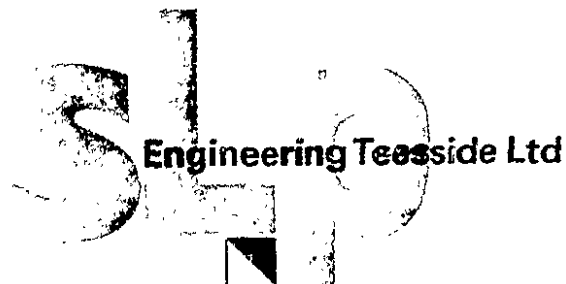
LCM15692



your ref.

our ref.

date



Company Number: 2521174

Commercial Street
Middlesbrough
Cleveland TS2 1PW
Telephone (0642) 223534
Fax (0642) 232075

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION
OF
SLP ENGINEERING TEESSIDE-LIMITED

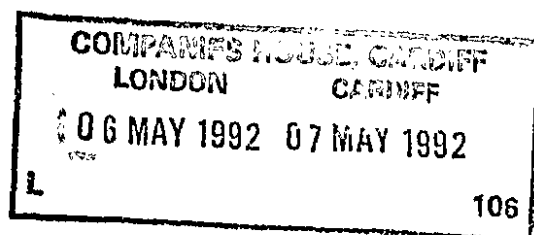
At an Extraordinary General Meeting of the Company held at Hamilton House, Battery Green Road, Lowestoft, Suffolk NR32 1DE, on 12 day of March 1992, the following Resolution was duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 252 of the Companies Act 1985, no Accounts and Reports shall in future be laid before the Company in General Meeting.

A handwritten signature in dark ink, appearing to read 'J. Edwards'.

CHAIRMAN OF THE MEETING



LCH11092



ARTHUR
ANDERSEN

ARTHUR ANDERSEN & CO. SC

2521174

12 August 1993

The Directors
SLP Engineering Limited
Hamilton House
Battery Green Road
Lowestoft
Suffolk
NR32 1DE

Betjeman House
104 Hills Road
Cambridge CB2 1LH
0223 353906 Telephone
0223 66287 Facsimile

Our ref leaeb031/ph

Your ref

Direct line 0223 535214

For the attention of A R Black Esq

Dear Sirs

SLP ENGINEERING LIMITED
SLP ENGINEERING TEESIDE LIMITED
SLP CROWN ENGINEERING LIMITED
("the Companies")

2052979 DT
2521174
2796303 DT

As requested, we hereby submit our resignation as auditor of the Companies with immediate effect. As required by Section 394 (1) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or creditors of the Companies.

Yours faithfully

Arthur Andersen

