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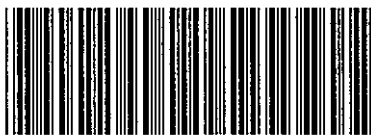
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3549081

The Registrar of Companies for England and Wales hereby certifies that
DARWINS EXTRA LIMITED

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

Given at Companies House, Cardiff, the 20th April 1998



N03549081H

A J Turner
A L TURNER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

Darwins Extra Limited



F012001J

I,

William Francis Neil Wood

of

1 Bartletty Road, NEWBURY, Berkshire

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 of the Companies Act 1985][†] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

[†] Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Francis Wood.

Declared at

20 West Mills, Newbury, Berks RG14 5HA

the

9th

day of

April

One thousand nine hundred and ninety

eight

● Please print name.

before me ●

H. A. RIVERS

Signed

H. A. Rivers

Date

9 April 1998.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

DARWINS EXTRA LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Theale Cross

Post town

READING

County / Region

Berkshire

Postcode

RG31 7SP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

WFN WOOD
1 Bartlemy Road, NEWBURY, Berkshire
Tel (01635) 41122
DX number _____ DX exchange _____

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

Darwins Extra Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

William Francis Neil

Surname

WOOD

Previous forename(s)

Previous surname(s)

Address

1 Bartlemy Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

NEWBURY

County / Region

Berkshire

Postcode

RG14 6JX

Country

I consent to act as secretary of the company named on page 1

Consent signature

Francis Wood.

Date

8 April 1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Felicity Ann

Surname

WOOD

Previous forename(s)

Previous surname(s)

Address

1 Bartlemy Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

NEWBURY

County / Region

Berkshire

Postcode

RG14 6JX

Country

Day Month Year

Date of birth

09 | 09 | 1940

Nationality

English

Business occupation

Company Director

Other directorships

283 Limited

I consent to act as director of the company named on page 1

Consent signature

Felicity Wood.

Date

8 April 1998

Directors (continued) (see notes 1-5)

Darwins Extra Limited.

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by
Eitheran agent on behalf
of all subscribers

Signed

Date

Or the subscribers(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

3549081

THE COMPANIES ACT 1985

THE COMPANIES ACT 1989

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A PRIVATE COMPANY LIMITED BY SHARES

- + - + - + - + -

MEMORANDUM OF ASSOCIATION

OF

DARWINS EXTRA LIMITED

- + - + - + - + -

- 1 The Company's name is "**DARWINS EXTRA LIMITED**".
- 2 The Company's Registered Office is to be situated in England and Wales.
- 3 The Company's objects are:-
 - (A) To carry on business as a general commercial company.

- (B) To carry on in the United Kingdom or elsewhere in all or any of their respective branches, all or any of the following trades or businesses, that is to say – manufacturers of alloy tool steels, alloy steel castings and castings of other alloys, metals or materials, magnets, hack saws, precision tools, precision castings, components (whether precision or otherwise), alloys, tools, castings, annealers, grinders, polishers, steel and iron merchants, steel makers, steel converters, ironmasters, iron, steel and brass and alloy founders makers and converters, cutlers, casters, smelters, moulders, rollers, tilters, forgers, hardeners, smiths, machinists, fitters, stampers, piercers, pressers, millwrights, wheelwrights, boiler makers, tube makers, galvanisers, platers, enamellers, pattern makers, model makers, assayers, refiners, general metal workers, metal brokers, metallurgists, mechanical, electrical, motor, gas, hydraulic, railway, marine, water supply, constructional, civil, consulting and general engineers, engineers' merchants, importers and exporters of and dealers in all metals, minerals, ores and alloys, machine and engine builders, machinery repairers, tool makers, manufacturers of and dealers in all kinds of electrical and scientific apparatus, forge, furnace and foundry builders, dealers in foundry stores, driving ropes and belting, gas makers, suppliers of light, heat and power, manufacturers of and dealers in tinware and hollow-ware, general ironmongers and hardware manufacturers and dealers. To carry on business as general merchants, general factors, agents, contractors, manufacturers of and dealers in goods, merchandise, materials and articles of all kinds, and any other commercial or industrial business, undertaking or operation, whether manufacturing or otherwise, incidental to or arising out of, or which can conveniently be carried on in conjunction with, such trades or businesses or any of them.
- (C) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clauses (A) or (B) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, wharves, harbours, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (G) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve.
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either 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 both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.
- (J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes

or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) 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 be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or 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.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (R) To sell improve, manage, develop, turn to account, exchange, let on rent, grant 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.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (U) 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.
- (V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.
- (W) 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, trustees, sub-contractors or otherwise.
- (X) To do all such things as are incidental or conducive to the above objects or any of them.

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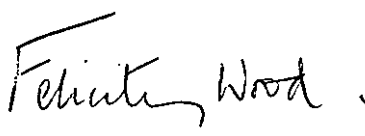
And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4 The liability of the Members is limited.

- 5 The Company's share capital is One hundred pounds divided into One hundred Shares of One pound each, with the power to increase the capital, and with the power from time to time to issue any Shares of the original or new capital with any preference or priority in the payment of dividends or distribution of assets or otherwise over any other Shares, whether ordinary or preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a Share to apportion the right to participate in profits in any manner between the Shares resulting from such sub-division.

Continued on Page 7

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

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 WILLIAM FRANCIS NEIL WOOD Company Director 1 Bartlemy Road Newbury Berkshire RG14 6JX	One
 FELICITY ANN WOOD Company Director 1 Bartlemy Road Newbury Berkshire RG14 6JX	One
Total Shares Taken	Two

Dated the eighth day of April 1998.

Witness to the above signatures:-



Kathleen Frances Blackman
Retired Company Director
18 Town Mills
Newbury Berkshire RG14 5HW

THE COMPANIES ACT 1985

THE COMPANIES ACT 1989

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A PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

DARWINS EXTRA LIMITED

PRELIMINARY

- 1 The Regulations contained in 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 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and, in addition to the remaining Clauses of Table A as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

- 2 (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
- (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

- 3 The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) 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 (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

- 4 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
- 5 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 6 Clause 40 of Table A shall be read and construed as if it read:
- "(A) No business shall be transacted at any Meeting unless a quorum is present. Subject to Sub-Article (B) hereof, two persons entitled to vote on the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
 - (B) If and for so long as the Company has only one Member, that Member present in person or by proxy or, if that Member is a corporation, by a duly authorised representative, shall be a quorum.
 - (C) Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved."
 - (D) If and so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this Sub-Article shall not apply to resolutions passed pursuant to Sections 303 or 391 of the Act.
 - (E) Any decision taken by a sole Member pursuant to Sub-Article (D) hereof shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book."

- 7 In the case of a corporation the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to Clause 53 of Table A.

DIRECTORS

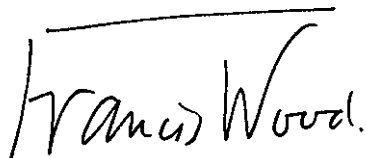

- 8 Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
- 9 If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 through 75 of Table A shall not apply to any Permanent Director.
- 10 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 11 A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.
- 12 Unless and until the Company in General Meeting shall otherwise determine, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.
- 13 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all General Meetings of the Company and at all separate General Meetings of the holders of any Class of Shares in the capital of the Company.
- 14 The Directors may hold or participate in a meeting of The Directors by means of conference telephone or similar form of communication equipment provided that all such persons so participating in such meeting can hear each other at the same time and in such a case the meeting will be deemed to be held at the place where the person taking the minutes of the meeting is.

INDEMNITY

- 15 Subject to the provisions of the Act 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 entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

- 16 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; and Clause 24 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS
 WILLIAM FRANCIS NEIL WOOD Company Director 1 Bartlemy Road Newbury Berkshire RG14 6JX
 FELICITY ANN WOOD Company Director 1 Bartlemy Road Newbury Berkshire RG14 6JX

Dated the eighth day of April 1998.

Witness to the above Signatures:-



Kathleen Frances Blackman
Retired Company Director
18 Town Mills
Newbury Berkshire RG14 5HW

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