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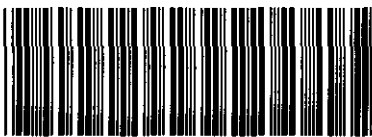
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4207033

The Registrar of Companies for England and Wales hereby certifies that  
SOLID TECH 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 27th April 2001



\*N042070336\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



**Companies House**

— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

4207033.

Company Name in full

**SOLID TECH LIMITED**

I, **ITA Secretaries Limited**

of **57 Pinewood Avenue, Crowthorne**

† Please 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 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.

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

*Debbie Lane*  
for ITA Secretaries Ltd.

Declared at

*Sherwood House 104 High Street Crowthorne Berks.*

Day Month Year

On

25/04/2001

① Please print name.

before me ①

*Amanda Chivers*

Signed

*Amanda Chivers*

Date

25/4/01

† 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.

**Debbie Lane, ITAccounting, 57 Pinewood Avenue, Crowthorne, Berkshire**

**RG45 6RR**

Tel **01344-773616**

DX number

DX exchange



A52

\*AGL85857\*

0365

26/04/01

COMPANIES HOUSE

Form revised June 1998

rg

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

**Companies House, Crown Way, Cardiff, CF14 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



**Companies House**  
— for the record —

**Please complete in typescript,  
or in bold black capitals.  
CHWP000**

Notes on completion appear on final page

# 10

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

**SOLID TECH LIMITED**

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

**57 PINWOOD AVENUE**

Post town

**CROWTHORNE**

County / Region

**BERKSHIRE**

Postcode

**RG45 6RR**

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

**ITAccounting**

Address

**57 Pinewood Avenue**

Post town

**Crowthorne**

County / Region

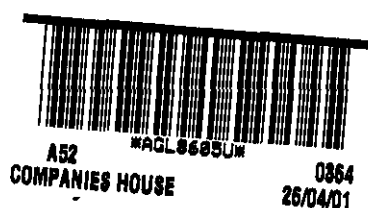
**Berkshire**

Postcode

**RG45 6RR**

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.



Form revised July 1998

**Debbie Lane, ITAccounting, 57 Pinewood  
Avenue, Crowthorne, Berkshire**

**RG45 6RR**

**Tel 01344-773616**

DX number

DX exchange

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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	SOLID TECH LIMITED				
<b>NAME</b>	*Style / Title		*Honours etc		
* Voluntary details	Forename(s)				
	Surname	ITA SECRETARIES LIMITED			
	Previous forename(s)				
	Previous surname(s)				
<b>Address</b>	57 PINWOOD AVENUE				
<b>Usual residential address</b> For a corporation, give the registered or principal office address.					
	Post town	CROWTHORNE			
	County / Region	BERKSHIRE	Postcode	RG45 6RR	
	Country	UK			
	I consent to act as secretary of the company named on page 1				
	<b>Consent signature</b>			<b>Date</b>	21/04/2001

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	*Style / Title	MR	*Honours etc								
	Forename(s)	IAN CHARLES DAVID									
	Surname	BUTCHER									
	Previous forename(s)										
	Previous surname(s)										
<b>Address</b>	21 ALMOND GROVE										
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	NEWHALL										
	Post town	SWADLINCOTE									
	County / Region	SOUTH DERBYSHIRE	Postcode	DE11 0RD							
	Country	UK									
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>	BRITISH					
		0	7	1	2	1	9	5	8		
	<b>Business occupation</b>	SYSTEMS ENGINEER									
	<b>Other directorships</b>										
	I consent to act as director of the company named on page 1										
	<b>Consent signature</b>						<b>Date</b>	21/4/01			



066115

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**MEMORANDUM OF ASSOCIATION**  
**of**  
**Solid Tech Limited**

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1. The Name of the Company is **Solid Tech Limited**
2. The Company's registered office is to be situated in England and Wales.
3. The Object for which the Company is established is to carry on business as a general commercial company.
4. The liability of the Members is limited.
5. The share capital of the Company is £1,000 divided into 500 Ordinary A shares of £1 each and 500 Ordinary B shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
6. I, the several person whose name and address is subscribed am desirous of forming a company in pursuance of this Memorandum of Association, and I agree to take the number of Shares in the capital of the Company set opposite my name.

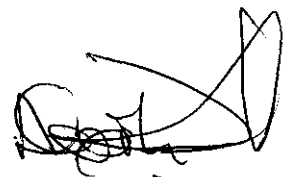


COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by the Subscriber	
Ian Butcher 21 Almond Grove Newhall Swadlincote South Derbyshire DE11 0RD	Ordinary A £1	1
Catherine Butcher 21 Almond Grove Newhall Swadlincote South Derbyshire DE11 0RD	Ordinary B £1	1
Total shares taken	Ordinary A £1	1
	Ordinary B £1	1

Dated this 21 - APRIL - 2001

WITNESS to the above signature:-

  
ALEX McDONALD  
22 CRUACHAN COTTAGES  
TAYNUILT, ARGYLL  
SCOTLAND PA35 1JG.

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**ARTICLES OF ASSOCIATION**  
**of**  
**Solid Tech Limited**

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**PRELIMINARY**

- 1        (A)    In these Articles "Table A" means Table A in The Companies (Tables A to F) Regulations 1985, as amended.
- (B)    The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Table A numbered 64 and 73 to 76 inclusive shall not apply, but subject as aforesaid, and in addition to the remaining Clauses in Table A the following shall be the Articles of Association of the Company.

**SHARES**

2.        The share capital of the Company is £1,000 divided into 500 Ordinary A shares of £1 each and 500 Ordinary B shares of £1 each.
- 3        (A)    All relevant securities (within the meaning of section 80(2) of the Act) for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Director), and on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Director) the call of any shares either at par or at a premium and for such times and for such consideration (subject to section 100 of the Act) as the Directors may think fit.
- (B)    The authority conferred on the Directors by paragraph (A) of this Article shall expire on the 5th anniversary of incorporation but may be renewed, varied or extended by the Company in General Meeting from time to time.
- (C)    Section 89 of the Act shall not apply to any allotment or proposed allotment by the Company of equity securities as defined by Section 94 of the Act.

**SHARE CERTIFICATES**

4.        Share certificates need not be executed under Seal, and Clause 6 of Table A shall be modified accordingly.



### LIEN

5. The Lien conferred by Clause 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

### TRANSFER OF SHARES

6. 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.

### PROCEEDINGS AT GENERAL MEETINGS.

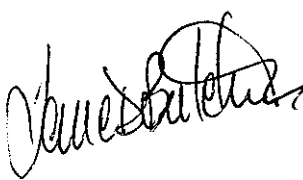
7. In the event of the Company having one Member, one Member present in person or by proxy shall be a quorum and Clause 40 of Table A shall be modified accordingly.
8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, fixing the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
9. It shall not be necessary to give any notice of an adjourned meeting and Clause 45 of Table A shall be construed accordingly.
10. A poll may be demanded by any Member present in person or by proxy and Clause 46 of Table A shall be modified accordingly.

### DIRECTORS

11. Unless and until otherwise determined by the company in General Meeting the number of Directors shall not be more than ten. In the event of the minimum number of directors being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 89 of Table A shall be modified accordingly.
12. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or be a percentage of profits or otherwise as may be


determined by resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

13. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertakings, property and uncalled capital and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does 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 and 95 of Table A shall be modified accordingly.
15. Paragraph (c) of Clause 81 of Table A shall be modified by deleting the words in that paragraph and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".
16. A Director shall not retire by rotation and Clauses 77,78 and 80 of Table A shall be modified accordingly.
17. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Clause 79 of Table A shall be deleted.
18. Without prejudice to the provision of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The company may by Resolution appoint another person in place of the Director so removed.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by the Subscriber	
Ian Butcher 21 Almond Grove Newhall Swadlincote South Derbyshire DE11 0RD	Ordinary A £1	1
		
Catherine Butcher 21 Almond Grove Newhall Swadlincote South Derbyshire DE11 0RD	Ordinary B £1	1
CA Butcher		
Total shares taken	Ordinary A £1	1
	Ordinary B £1	1

Dated this 21- APRIL - 2001

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