



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

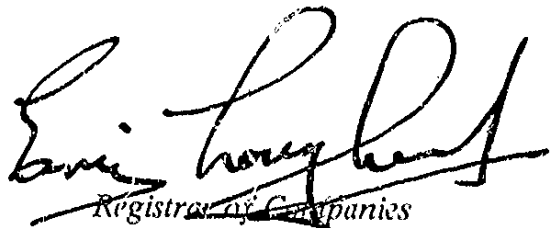
No. 80609

I hereby certify that

LINGORT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at Edinburgh the 27 October 1982


Registrar of Companies

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

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Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1

80609

Name of Company

LINGORT LIMITED

I, STEPHEN MABBOTT
of 24 Castle Street, Edinburgh

use indicate
whether you are
Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
person named
director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am a director of the Company engaged in formation
of the company delivered under section 21 of the Companies Act 1976

of LINGORT LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent and incidental thereto 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 EDINBURGH

Signature of Declarant

the 12th day of October

One thousand nine hundred and 82

before me *John D. P.*

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)

Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street
Edinburgh

For official use

New companies section

Post room



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF LINGORT LIMITED

1. The name of the Company is " LINGORT LIMITED
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-

(a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto.

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17

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on ~~as~~ as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

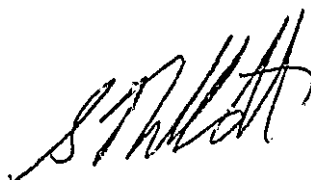
requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

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

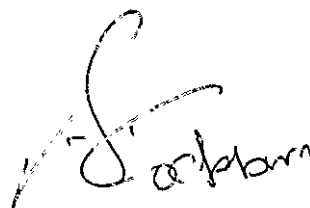
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One

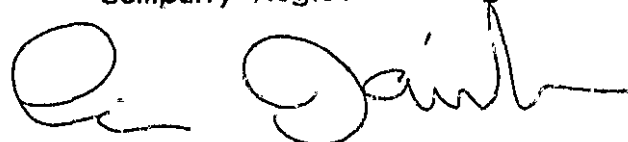


Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

- One

Dated 12th OCTOBER 1982

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF LINGQORT LIMITED

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company

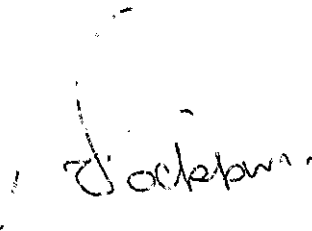
3. The Directors are unconditionally authorised, for the purposes of Section 14 of the Companies Act 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980, Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register a transfer of a share whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers



Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.



Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

Dated 12th OCTOBER 1982.

Witness to the above Signatures:- Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.



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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
old black lettering

Delete if
inappropriate

Company number

80609/5

Name of Company

LINGORT

Limited*

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

24 Castle Street

EDINBURGH

EH2 3HT

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

Oswalds of Edinburgh Limited,

24 Castle Street,

EDINBURGH, EH2 3HT.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

Oswalds of Edinburgh Limited
Registration Agents
24 Castle Street
EDINBURGH
EH2 3HT

For official use
General section

Post room

DIRECTOR

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

Name (note 2)	Stephen Mabbott	Business occupation	
		Company Registration	
		Agent	
Former name(s) (note 3)		Nationality	
Address (note 4)	24 Castle Street, Edinburgh	British	
		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
	None		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Stephen Mabbott</i>	Date	12/10/82

Please do not
write in this
binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

SECRETARY

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

Name (notes 2 & 7)	Andrew Cockburn
Former name(s) (note 3)	
Address (notes 4 & 7)	24 Castle Street, Edinburgh.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Andrew Cockburn</i>
Date	12/10/82

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write in this
binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

signed by or on behalf of the subscribers of the memorandum

as required by
section 21(3) of
the Companies
Act 1976

Signature *Andrew Cockburn* [Agent] Date 12th October 1982

Oswalds of Edinburgh Limited,
24, Castle Street,
Edinburgh.

This is a print of the new Articles of Association of the Company adopted by Special Resolution passed on 19th May, 1983.

80609/10

John G. Henry
Secretary

THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
of
LINGORT LIMITED

I PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967, the Companies Act 1976, the Companies Act 1980 and the Companies Act 1981 (hereinafter called "the 1948 Table A") shall constitute the regulations of the Company.

2. Regulations 24, 73A, 75, 77, 78, 84, 87 and 89 to 94 (inclusive), 96 and 97 of the 1948 Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 58 so that the words "one member" shall be substituted for the words "three members" in paragraph (b) of that Regulation and so that the word "or" at the end of that paragraph and the whole of paragraphs (c) and (d) of Regulation 58 shall be held to be delete;

Regulation 79 so that the proviso to that Regulation shall be delete;

Regulation 86 so that the words "in books provided for the purpose" and the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be held to be delete;

Regulation 95 so that the second sentence thereof shall be held to be delete; and

Regulation 97 so that the second sentence thereof shall be held to be delete.

Unless otherwise required by the context of these Articles and the 1948 Table A in so far as not excluded and as modified in terms of this Article, words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

3. The Company is a private company within the meaning of Section 1 of the Companies Act 1980 and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

fw.

4. 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.

II SHARE CAPITAL

5. The Directors are authorised generally for the purposes of Section 14 of the Companies Act 1980 to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the provisions of these Articles of Association and the following conditions:-

- (i) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be 99,998 Ordinary Shares of £1 each;
- (ii) the provisions of Section 17(1) of the Companies Act 1980 shall not apply to any such allotment or issue of shares; and
- (iii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by which this authority was given.

III RESOLUTION OF MEMBERS

6. Subject to the provisions of the Companies Act 1948 to 1981 a resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.

IV DIRECTORS

7. The number of the Directors shall be not less than two.

8. The holder or holders for the time being of a majority of the Ordinary Shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove from office as such any or all of the Directors for the time being, howsoever appointed. Any such appointment or removal shall be made in writing (which may consist of several documents in the like form, each signed by one or more persons) under the hand or hands of the holder or holders for the time being of the majority of the Ordinary Shares of the Company for the time being in issue, a corporation holding any such shares acting by resolution of its directors evidenced by the signature of its chairman or of its secretary or by the signature of two of its directors, 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 from such later date as shall be stated in such notice.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

10. The Directors may 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 and exoluments to any person who are or were at any time in the employment or service of the Company or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and to or for the benefit of the wives, widows, families and dependants of any such persons, and also 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 make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful objects, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid; Provided that the Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

11. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

12. A Director may be or become a Director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as member or otherwise and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

13. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or bring so interested be liable to account to the Company for any profit realised by such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of

entering into the contract, matter or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

14. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

15. The provisions of sub-sections (1) to (3) both inclusive and (5) and (6) of Section 185 of the Companies Act 1948 shall not apply to the Company. Any person of 21 years of age or greater age without limitation may be appointed a Director of the Company and no Director of the Company shall be required to vacate office at any time by reason of his age.

16. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An alternate need not hold any share qualification. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the Registered Office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine; Provided that if any Director retires but is re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 80609

I hereby certify that

LINGORT LIMITED

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

MAXIM POWER TOOLS (SCOTLAND) LIMITED

Given under my hand at Edinburgh the 19 July 1983

Registrar of Companies

80607/a



THE COMPANIES ACTS 1946 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of
LINGORT LIMITED

Passed 19th May, 1983

AT AN EXTRAORDINARY GENERAL MEETING of LINGORT LIMITED held at 224 Ingram Street, Glasgow on Thursday the 19th day of May, 1983 the following Resolution was duly passed as a Special Resolution, viz:-

- (First) That the name of the Company be changed to "Maxim Power Tools (Scotland) Limited".
- (Second) That the Articles of Association contained in the document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof as relative to this Resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- (Third) That the capital of the Company be and is hereby increased to £100,000 by the creation of 99,900 Shares of £1 each having the rights and privileges set forth in the new Articles of Association of the Company referred to in the preceding paragraph of this Resolution.

1983 1261

1004000

1983 1261

1004000

Gordon W. Henry
Secretary.

23.5.83

[Signature]

THE COMPANIES ACTS 1948 TO 1979

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
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binding margin

To the Registrar of Companies

For official use Company number

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

Name of Company

*delete if
inappropriate*delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[extraordinary] [special] resolution of the company dated 19th May, 1983
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 99,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
99,900	Shares	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The shares are to rank pari passu in all respects
with the existing shares in the capital of the
Company.

Please tick here if
continued overleaf*delete as
appropriate

Signed

Stephen W. Henry

[Director] [Secretary]† Date

27-5-83

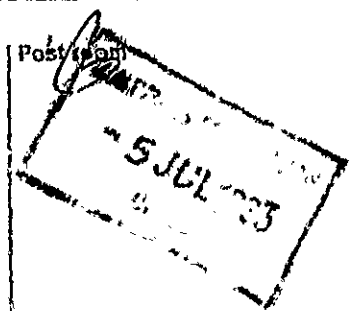
Presenter's name, address and
reference (if any):

McGirigor, Donald & Co.,
224 Ingram Street,
Glasgow, G1 1JP.

ACS/MM

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General section

Post (only)



80609

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MAXIM POWER TOOLS (SCOTLAND) LIMITED

Passed 3RD FEBRUARY 1984

AT AN EXTRAORDINARY GENERAL MEETING of MAXIM POWER TOOLS (SCOTLAND) LIMITED held at 132 West Regent Street, Glasgow on Friday the THIRD day of FEBRUARY 1984 at 10 A.M. the following Resolution was duly passed as a Special Resolution, viz:-

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the deletion of the objects set forth in Clause 3 of such Memorandum and the substitution in lieu thereof of the objects set forth in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof as relative to this Resolution.

Gordon W. Henry
Secretary



This document is a print of the Memorandum of Association of the Company as altered by Special Resolution of the Company passed on 3rd February 1984

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

MAXIM POWER TOOLS (SCOTLAND) LIMITED

- *As altered by Certificate of Incorporation on Change of Name dated 19th July 1983
1. The name of the Company is "MAXIM POWER TOOLS (SCOTLAND) LIMITED". *
 2. The Registered Office of the Company will be situate in Scotland.
 3. The objects for which the Company is established are - **

**As altered by Special Resolution passed on 3rd February, 1984.

- (1) To carry on in all or any of its branches all or any one or more of the trades or businesses of manufacturers, producers, suppliers, distributors exporters, importers, maintainers, repairers and dealers of and in and agents for -
 - (a) power tools, fans, abrasives, polishers, saws, drills, wrenches, compressors and power hammers of all kinds whether operated or powered by air, gas, electricity, steam or by any other means whatsoever and all apparatus, appliances, materials, substances, accessories, equipment and stores required or useful in connection with the manufacture, production, supply, distribution, export, import, maintenance or repair of any of the foregoing products: and
 - (b) all types of plant, machinery, tools, machine tools, implements and products used in or in connection with the building and engineering trades or for any industrial, commercial or domestic purpose, bolts, screws, nuts, rivets, studs, chaplets, nails, staples, wire and all apparatus, appliances, materials, substances, accessories, equipment, products and stores required or useful in connection with the manufacture, production, supply, distribution, export, import, maintenance or repair of any of the foregoing products.
- (2) To carry on any other trade, business or profession which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any of the property, assets, rights or interests of the Company or any subsidiary associated or allied company or person.
- (3) To purchase, feu, lease, hire or otherwise acquire any lands, houses, buildings, offices, plant and machinery, and other heritable and

moveable real and personal property and any rights or privileges necessary or convenient for the purposes of the Company or any subsidiary, associated or allied company or person and to erect, construct, lay down, enlarge, alter and maintain any heritable and/or leasehold property necessary or convenient for the business of the Company or any subsidiary associated or allied company or person;

- (4) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies in the United Kingdom or elsewhere and to co-ordinate, finance and manage all or part of the businesses and operations of any such companies,
- (5) To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to the extent that the same may be permitted by law from time to time, to purchase its own Shares and to give financial assistance to any person or persons for the purpose of enabling or assisting them to purchase the Company's Shares,
- (6) To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- (7) To acquire all or any part of the undertaking, property, business or assets of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or

any of the liabilities of such person or company or to acquire an interest in, amalgamate or enter into partnership and joint adventures or arrangements regarding the sharing of profits, union of interests or co-operation, either in whole or in part, with any such person or company, and to give or accept, by way of consideration for any of such acts or things or for any property acquired, any shares, stock, debentures, debenture stock or securities that may be agreed upon and to hold as investments of the Company any shares, stock, debentures, debenture stock or securities so received;

- (8) To promote or establish or concur in promoting or establishing any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company or carrying on any business or operations which the Company is authorized to carry on or for any other purpose which may seem calculated, directly or indirectly, to benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company shares, stock, debentures, debenture stock or securities of any such company;
- (9) To amalgamate or enter into partnership or joint adventure with any person or company carrying on any business or having any objects similar to or kindred with any of the businesses or objects of the Company and to make and carry into effect arrangements regarding the provision of services, the purchase of sale or commodities and the prices thereof, the employment, regulation and remuneration of employees, and the sharing of profits, union of interests or co-operation either in whole or in part with any such person or company and that in such manner and on such terms and conditions as may be found expedient;
- (10) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds (including without prejudice to the generality hereof the principal of and dividends, interest and premiums on and any other monies due in respect of any stocks, shares, debentures, debenture

stock or other securities or borrowings) by the Company or by another person or company including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined by Section 154 of the Companies Act 1948 or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise;

- (11) To borrow or raise money or secure the payment of money or the observance of obligations in such manner as the Directors shall think fit and for such purposes to mortgage or otherwise charge the undertaking and all or any of the Company's property, both present and future, including its uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments;
- (12) 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 to 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 or shall have rendered services of any kind to the Company or any company which is the holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary or which was a predecessor in business of the Company or of any such other company as aforesaid, or who are or were at any time the Directors or officers of the Company or of any such other company as aforesaid, or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to or for the benefit of the wives, widows, families and dependents 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 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 any charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid,

- (13) To sell or otherwise dispose of the whole or any part of the undertaking, property and assets of the Company either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company purchasing the same;
- (14) To do all or any of the above things in any part of the world and either as principals, agents or contractors or by or through agencies or otherwise and either alone or in conjunction with another or others,
- (15) To do all things incidental or conducive to the attainment of the objects aforesaid or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number only shall include the plural number and vice versa; that the word "company" except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in Great Britain or elsewhere; that any word or expression defined in the Companies Acts 1948 to 1981 and every statutory modification or re-enactment thereof for the time being in force shall, if not inconsistent with the subjects or context, bear the same meaning in this Memorandum and that the objects specified in each paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each. *

*By Special Resolution passed on 11th 1983 the share capital of the Company was increased to £100000 by the creation of 99900 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, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
Stephen Mabbott, 24 Castle Street, Edinburgh. Company Registration Agent.	One
Andrew Cockburn, 24 Castle Street, Edinburgh. Company Registration Agent.	One

Dated 12th October, 1982.

Witness to the above Signatures - Iain Daniels,
24 Castle Street,
Edinburgh.
Company Registration Agent.

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

SC080659

Name of company

* Maxim Power Tools (Scotland) Limited

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

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

3. The current accounting reference period of the company is to be treated as ~~[shortened]~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	4
---	---	---	---	---	---	---	---

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed *A Kipatuck*

Designation: Director

Date 7/12/94

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

Presenter's name address
telephone number and reference (if any):
MGF/M202
M.G. Fairman, Esq.,
French Jarvie Macharg,
375, West George Street,
Glasgow G2 4LH.

For official use
D.E.B.

Post room

