

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

41

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

Company number

1345093 / 1

[] [] [] [] [] []

Name of Company

GROUNDERSLEY Limited*

FRANCIS ALBERT DEAN

of 38/40 Featherstone Street, London EC1Y 8SJ

do solemnly and sincerely declare that I am

- # a ~~Secretary of the said company~~
- # a ~~person named as Secretary in the statement delivered under section 21 of the Companies Act 1976~~
- # a person named as Secretary in the statement delivered under section 21 of the Companies Act 1976

of GROUNDERSLEY Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company 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 38/40 Featherstone Street,
London, E.C.1.

the 5th day of December

One thousand nine hundred and seventy seven

before me

[Signature]
A Commissioner for Oaths / Solicitor

[Signature]

Presentor's ref: ML/CD 2723
telephone no: 01-251 0344

name and address:
BRITISH COMPANY REGISTRATION
AGENTS LIMITED
38-40 FEATHERSTONE STREET,
LONDON EC1Y 8SJ

For official use
General section

Postroom

[Signature]



1345093 / 3

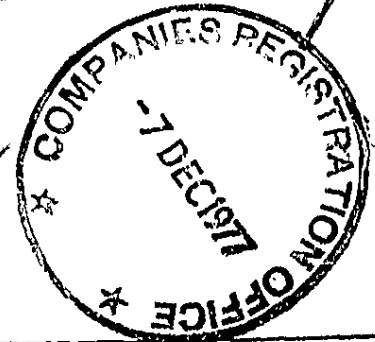


THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

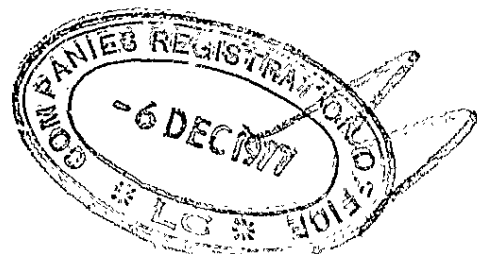
MEMORANDUM OF ASSOCIATION

of *GROUNDERSLEY LIMITED*



1. The name of the Company is *GROUNDERSLEY LIMITED*
2. The Registered Office of the Company will be situate in England. ✓
3. The Objects for which the Company is established are :-
 - (a) (1) To provide services in respect of and to manufacture, assemble, repair, convert, sell and otherwise deal in automation, control measuring, laboratory and analytical systems and articles of all kinds in connection with the control operation and indication by mechanical, electronic, electrical, pneumatic and other means of Radar systems of all kinds.
 - (2) To carry on business as mechanical, electronic, electrical, hydraulic, civil, constructional, general, marine and aeronautical engineers and contractors, and to design, manufacture and deal in automation, space and military systems, plant, machinery, tools, machine tools, equipment, apparatus, implements and hardware of all descriptions.
 - (3) To carry on the business of founders, fitters, machinists, toolmakers, brass-founders, metal-workers, metal makers, wire-drawers, boiler makers, millwrights, tube makers, iron and steel converters, smiths, moulders, casters, smelters, refiners, pattern makers, core makers, die casters, die makers, machine makers, stampers, fettlers, mechanics, erectors, assemblers, welders of all materials, chemists, metallurgists, electro-nickle and chromium platers, oxidisers, bronzers, lacquerers, enamellers, jappers, annealers,
 - (4) To act as selling, buying, or general agents for any person, firm or company, carrying on any such business as aforesaid, and to carry on business as engineers or general merchants and factors.
 - (5) To carry on any other business, whether manufacturing or otherwise which it may be found convenient to undertake in connection with or in addition to any of those enumerated above.

BRITISH COMPANY
REGISTRATION AGENTS LTD.,
38-40 FEATHERSTONE STREET,
LONDON, EC1Y 8SJ,
TEL: 01-251 0344,
T1-18/10/2/17/33



ML 2723

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or production of the Company or the conduct of its business.



- (o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

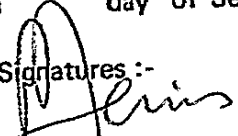
5. The share capital of the Company is £100 divided into One hundred shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

WE, the several persons whose names, addresses and descriptions 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.
 LEONARD H. LEWIS 38-40 Featherstone Street, London, E.C.1.	ONE /
<p>Company Director.</p>  FRANCIS A. DEAN 38-40 Featherstone Street, London, E.C.1.	ONE /

DATED the twelfth day of September 1977.

WITNESS to the above Signatures :-


P.J. LEWIS,
38-40 Featherstone Street,
London,
E.C.1.

Company Director.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of *GROUNDERSLEY LIMITED*

1345093 / 4

PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Acts 1967 to 1976 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet :- 22, 24, 40 to 43 inclusive, 53, 58, 75, 79, 84(2), 84(4), 88 and 130 of Part I thereof, and regulation 3 of Part II thereof.

SHARES

3. The directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by section 57 of the Act, no shares shall be issued at a discount.

LIEN

4. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

5. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

6. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to ensure that the number of members shall not exceed the limit prescribed by regulation 2 of Part II of Table A or to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall for the purposes of this article be deemed to constitute a transfer of the share or shares comprised in such direction and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

8. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
9. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

BORROWING POWERS OF DIRECTORS

10. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

11. Subject to the provisions of section 199 of the Act, a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. A director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTOR

12. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

DISQUALIFICATION OF DIRECTORS

13. The office of director shall be vacated if the director :-
- (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
 - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
 - (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act or under section 28 of the Companies Act 1976.
 - (D) Becomes of unsound mind.
 - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
 - (F) Resigns his office by notice in writing to the Company.

AUDIT

14. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967, and sections 13 to 18 of the Companies Act 1976.

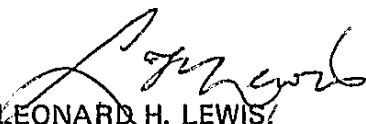
INDEMNITY

15. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.


SECRETARY

16. The first secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers.


LEONARD H. LEWIS,
38-40 Featherstone Street,
London,
E.C.1.

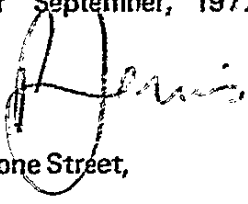
Company Director.


FRANCIS A. DEAN,
38-40 Featherstone Street,
London,
E.C.1.

Company Director.

DATED the Twelfth day of September, 1977.

WITNESS to the above Signatures :-


P. J. LEWIS,
38-40 Featherstone Street,
London,
E.C.1.

Company Director.

THE COMPANIES ACTS 1948 TO 1976

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

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

1



Please do not write in this binding margin

Company number
1345093 / S

Name of Company
GROUNDERLEY Limited

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

38/40 Featherstone Street
London EC1

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



BRITISH COMPANY REGISTRATION AGENTS LIMITED
38-40 FEATHERSTONE STREET, LONDON EC1Y 8SJ

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



Presentor's ref: ML 2723
Telephone No: 01-251 0344
Name and address:

BRITISH COMPANY REGISTRATION AGENTS LIMITED
38-40 FEATHERSTONE STREET,
LONDON EC1Y 8SJ

For official use General section	Post room
	5

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

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.

Name (note 2)	LEONARD HERBERT LEWIS	Business occupation	Law Agent
Former name(s) (note 3)		Nationality	Citizen of United Kingdom.
Address (note 4)	38-40 FEATHERSTONE STREET LONDON EC1Y 8SJ	Date of birth	13.10.1929
Particulars of other directorships (note 5)			
Lewis Coates & Lucas Limited and its wholly-owned subsidiaries			
I hereby consent to act as director of the company named on page 1			
Signature	<i>L Lewis</i>	Date	5/12/77

Name (note 2)	FRANCIS ALBERT DRAK	Business occupation	Law Stationer
Former name(s) (note 3)		Nationality	British
Address (note 4)	38-40 FEATHERSTONE STREET LONDON EC1.	Date of birth (where applicable) (note 6)	17/9/1920
Particulars of other directorships (note 5)			
LEWIS, COATES & LUCAS, LIMITED.			
I hereby consent to act as director of the company named on page 1			
Signature	<i>Francis</i>	Date	5/12/77

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this binding margin

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

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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

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.

Name (notes 2 & 7)	FRANCIS ALBERT DEAN	
Former name(s) (note 3)	FRANCIS ALBERT DEAN	
Address (notes 4 & 7)	38-40 FEATHERSTONE STREET LONDON EC1Y 8SJ	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>Francis Albert Dean</i>	Date 5/12/77

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature	Date	

Signed by or on behalf of the subscribers of the Memorandum of Association

Signature *[Handwritten Signature]* (Subscriber)

Date *5/12/77*

Signature *[Handwritten Signature]* (Subscriber)

Date *5/12/77*

Notes

1. If the space overleaf is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).

2 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.

3 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.

'Former Christian name' and 'former surname' do not include:

a In the case of a peer or a person usually known by a British Title different from his surname, the name by which he was known previous to the adoption of or succession to the title, or

b In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

c In the case of a married woman, the name or surname by which she was known previous to the marriage.

4 Usual residential address must be given, or, in the case of a corporation, the registered or principal office.

5 The names of all bodies corporate incorporated in Great Britain of which the director is also a director must be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's

wholly-owned subsidiaries and its or their nominees. 'Director' includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.

6 Dates of birth need only be given in the case of directors of a company which is subject to section 185 of the Companies Act, 1948, namely a company which is not a private company, or which, being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private company nor a company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private company.

7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.



CERTIFICATE OF INCORPORATION

No. 1345093

I hereby certify that

GROUNDERSLEY LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

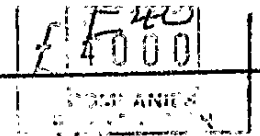
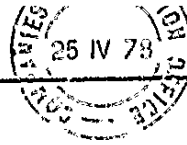
Given under my hand at Cardiff the

21ST DECEMBER 1977

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

Company Number 1345093



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GROUNDERSLEY LIMITED

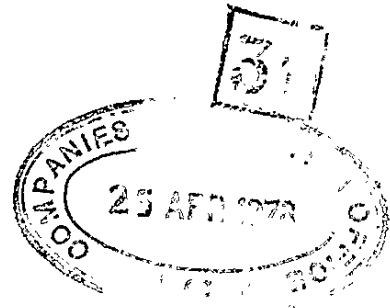
PASSED the 21st day of April 1978

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at the Registered Office of the Company, the subjoined
SPECIAL RESOLUTION was duly passed, viz .-

THAT the name of the Company be changed to
COMMUNICATIONS ASSOCIATES LIMITED.

Alan C. Elliot

CHAIRMAN.



BRITISH GOVERNMENT
REGISTRATION AGENTS LTD.
36-40 FEATHERSTONE STREET,
LONDON, EC1Y 8BQ
TEL: 01-251 8111
CD7602



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1345093

112

I hereby certify that

GROUNDERSLEY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

COMMUNICATIONS ASSOCIATES LIMITED

Given under my hand at Cardiff the

10TH MAY 1978

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies



25

THE COMPANIES ACTS 1948 TO 1967

[COPY]

special resolution(s)

of.....
..... COMMUNICATIONS ASSOCIATES Limited

Passed the 15th day of JUNE 1984
ANNUAL

At an ~~Extraordinary~~ General Meeting of the members of the above-named company,
duly convened and held at BLICK HOUSE, SWINDON

on the 15th day of JUNE 1984

the following SPECIAL RESOLUTION(S) was/were duly passed:—

"THAT IN ACCORDANCE WITH SECTION 12 OF THE COMPANIES ACT 1981, THE COMPANY BEING A DORMANT COMPANY WITHIN THE MEANING OF THE SAID SECTION, SECTION 14 OF THE COMPANIES ACT 1976 SHALL NOT APPLY AND NO AUDITORS SHALL BE APPOINTED."

[Handwritten Signature]
.....
DIRECTOR.

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
Company Registration Agents, Printers & Publishers
Wilec House 82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010



Company } 1445072 / 20

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

COMMUNICATIONS
ASSOCIATES LIMITED

Section 110 of the Companies Act 1948 provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presentor's Reference CAL



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

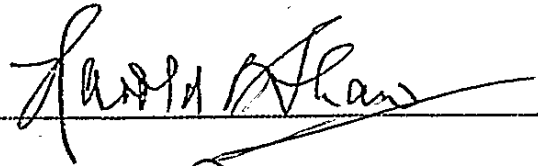
COMMUNICATIONS

ASSOCIATES LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company

is kept at BLICK HOUSE, TECHNO TRADING ESTATE
BRAMBLE ROAD, SWINDON SN2 6ER

Signature _____



(State whether
Director or Secretary) _____

SECRETARY

Dated the 28th day of FEBRUARY 19 85

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS



COMPANY NUMBER 1345093

COMPANY NAME COMMUNICATIONS ASSOCIATES LIMITED

At an Extraordinary General ~~XXXXXX~~ Meeting of the members of the above named company, duly convened and held at:

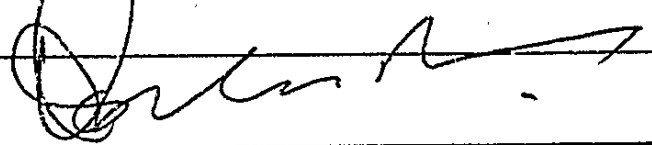
Blick House, Bramble Road, Swindon, Wiltshire,
SN2 6ER

on the First day of October 1991

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME BLICK GROUP MANAGEMENT SERVICES LIMITED



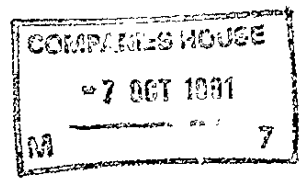
Signature: Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

Mrs. P. Pain
Blick House
Bramble Road
Swindon,
Wiltshire
SN2 6ER





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1345093

I hereby certify that

COMMUNICATIONS ASSOCIATES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BLICK GROUP MANAGEMENT SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 21 OCTOBER 1991

P. Bevan
P. BEVAN

an authorised officer

Blick Group Management Services Limited

Minutes of the Annual General Meeting of the Company held at:

Blick House
Bramble Road
SWINDON
Wiltshire SN2 6ER

on 1 September 1994.

Present: Mr. Michael Lee (in the Chair) (Representing Blick Dormants Limited) Mr. Colin MacInnes (Secretary) (a shareholder)

The Secretary, Mr. Colin MacInnes read the notice convening the Meeting.

The Chairman submitted the Directors' Report and Accounts for the year ended 30 September 1993. It was resolved that:

The Directors' Report and Accounts for the year ended 30 September 1993, be and they are hereby adopted.

It was resolved:

That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years until this resolution is revoked.

It was resolved:

That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.

Signed


Mr. Michael Lee
1 September 1994

