

Number of
Company)

1089036/1.

THE COMPANIES ACTS 1948 to 1967

**Declaration of Compliance with the requirements
of the Companies Act 1948 on application for
registration of a Company**

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

DORMER TOOLS (SHEFFIELD) LIMITED

Presented by

Presentor's Reference.....45.....

Stephenson Harwood & Tatham,

Saddlers Hall, Gutter Lane,

Cheapside, London EC2V 6BS.



I, MICHAEL JOHN LONG

of Saddlers Hall, Gutter Lane, Cheapside, London EC2V 6BS.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme
Court engaged in the formation

of Dormer Tools (Sheffield) Limited

and that all the requirements of the Companies Act 1948 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 9-12 Cheapside
in the City of London
the 20 day of December
one thousand nine hundred and
seventy two.

M. J. Long

Before me,

B. A. Lusby
A Commissioner for Oaths (*)

(b) Or
"Notary Public or
"Justice of the
"Peace, as the case
"may be".

[Handwritten mark]

Number of
Company

1089036/2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF



DORMER TOOLS (SHEFFIELD)

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £100 divided into
100 shares of £1 each.

Signature Stephenson Harwood & Tatham

Description Solicitors engaged in the formation

Dated the 19th day of December 19 72

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference 45

Stephenson Harwood & Tatham,

Saddlers Hall, Gutter Lane,

Cheapside, London EC2V 6BS.

Printed and Published by Oyez Publishing Limited, Oyez House, Breems Buildings, London EC3P 4BU. Publishing Subsidiary of Solicitors' Law Stationery Society, Limited. F20486.22-5-72

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

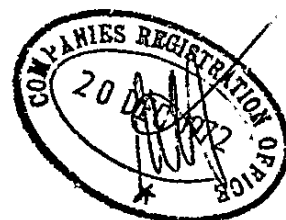
1089036/3

of

1720250/100 020.00

DORMER TOOLS (SHEFFIELD) LIMITED

1. The name of the Company is DORMER TOOLS (SHEFFIELD) LIMITED. ✓
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on business as sellers, distributors agents, factors, importers and exporters of and dealers in tools, jigs, fixtures, gauges, machines, precision cutting equipment, plant, machinery, apparatus, components, instruments, accessories and equipment of all kinds and descriptions and to act as managing agents, advisers, and consultants whether for reward or otherwise on all matters connected with or relating to any business which the Company is authorised to carry on.
 - (2) To carry on all or any of the businesses of manufacturers and designers of plant, machinery apparatus, components, accessories and equipment of all kinds and descriptions metal foundries and workers in all kinds of metals and metal ores and alloys, and to act as mechanical, hydraulic, electrical, electronic, civil and general engineers, and general merchants.
 - (3) To purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company corporation, public body, supreme, municipal, local or otherwise or of any Government or State and to act as and perform all the functions of a holding company and to carry on, acquire, undertake, and execute any business, undertaking, transaction or operation whether manufacturing, financial, mercantile, agricultural, extractive or otherwise.



- (4) To purchase, take on lease or in exchange, hire, or otherwise acquire, and obtain options over, lands, buildings and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being.
- (5) To apply for or acquire by purchase or otherwise whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, trade marks, copyright, or other rights or monopolies, licences, concessions and the like, and to use, exercise, develop, or grant licences in respect of, or otherwise turn the same to account and to make, assist, or subsidise any experiments, researches or investigations.
- (6) To purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets, rights and liabilities of any person, or company, or to acquire the control of shares of any company or any interest therein and to act as a director or manager of any company.
- (7) To improve, manage, develop, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares, debentures or securities of any other company, whether fully or partly paid up.
- (8) To pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient.
- (9) To lend any moneys or assets of the Company to such persons, firms or companies and on such terms as may be considered expedient, and either with or without security, and to invest and deal with moneys and assets of the company not immediately required in any manner and to receive money and securities on deposit, at interest or otherwise.
- (10) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

- (11) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking, property or assets of the Company (including its uncalled capital) and in particular (with out prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act 1948) in relation to the Company a holding company or a subsidiary of such holding company or of the Company or which is otherwise associated with the Company in business.
- (12) To issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration (if any) as the Company may think fit.
- (13) To establish or promote or concur in establishing or promoting any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company or to advance the objects or interest thereof, or to take and otherwise acquire and hold or dispose of shares, stock, debentures, or other securities of any such company or companies.
- (14) To amalgamate or enter into partnership with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (15) To pay all expenses incident to the formation or promotion of this or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company, promoted wholly or in part by this Company.
- (16) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities.
- (17) To grant pensions or gratuities to any employees or officers (including Directors) or ex-employees or ex-officers (including ex-Directors) of the Company or the relations, connections or dependants of any such persons, and to pay or contribute to insurance schemes having such objects and to establish or support associations, institutions, clubs, funds and

trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any Director holding a salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares in the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

- (18) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may seem likely, directly or indirectly to further the objects of the Company of the interests of its members.
- (19) To distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (20) To hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters aforesaid in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise and either alone or in conjunction with others; and to accept property on trust and to act as trustee, executor, administrator or attorney either gratuitously or otherwise.
- (21) To procure the Company to be registered or incorporated in any part of the world.
- (22) To do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and further the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and 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. ✓

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 (in Words)
<p><i>N. H. Waple</i> N. H. WAPLE) and) For and on behalf of THE SHEFFIELD) TWIST DRILL AND STEEL COMPANY LTD) <i>S. E. Kington</i>) Director) both of Summerfield St, Sheffield)</p>	ONE
<p><i>S. E. Kington</i> S. E. KINGTON) and) For and on behalf of THE SHEFFIELD) TWIST DRILL AND STEEL COMPANY LTD) <i>N. H. Waple</i>) Director) both of Summerfield St, Sheffield)</p>	ONE

DATED the 6th day of December 1972

Witness to the above Signatures :-

B. Thickett
47 Ashland Rd
Sheffield

B. THICKETT

COMPANY LIMITED BY SHARES

1089036 1/4

ARTICLES OF ASSOCIATION

of
DORMER TOOLS (SHEFFIELD) LIMITED

1. Save in so far as they are excluded or varied hereby the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.
2. Subject to any direction to the contrary given by the Company in General Meeting either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons and on such terms and conditions as the Directors may think fit, and Regulation 2 of Table A shall be read subject to this Article.
3. In Regulation 11 of Table A the words ("other than fully paid shares)" shall be omitted.
4. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.
5. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the meeting shall be dissolved" substituted therefor.
6. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 58 of Table A shall be modified accordingly.
7. The following sentence shall be added at the end of Regulation 5 of Part II of Table A "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney".
8. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association of the Company.
9. Any Director may at any time and from time to time appoint any other Director or appoint any other person who is approved by a majority of the other Directors to be his alternate, and may at any time remove any such alternate and (subject to such approval as aforesaid) appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Company nor to appoint an alternate, nor shall it be necessary for him to

acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote as a Director at any such meeting and generally to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

10. The proviso to Regulation 79 of Table A shall be omitted.

11. Paragraphs (2) and (4) of Regulation 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting.

12. In Regulation 86 of Table A 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 omitted.

13. The following paragraph shall be added to the end of Regulation 88 of Table A.

"(g) shall be required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the Company."

14. Regulations 89 to 94 (inclusive) and the last sentence of each of Regulations 95 and 97 of Table A shall be omitted.

15. If the Company shall be or become subject to the provisions of Section 185 of the Act then any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining the age of 70 or any other age.

16. Without prejudice to the provisions of Regulations 96 and 97 of Table A, the Company may, by Extraordinary Resolution remove any Director (including a Managing Director but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may, by an Ordinary Resolution appoint another person in his stead.

17. Regulation 106 of Table A shall not apply. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

18. The following words shall be added at the end of paragraph (a) of Regulation 134 of Table A, namely:-

"and except those who under the provisions of the Company's Regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of general meetings of the Company."

Names, addresses and Descriptions of Subscribers	
and)
For and on behalf of THE SHEFFIELD TWIST DRILL AND STEEL COMPANY LIMITED.)
<i>Sheffield</i>)
Director)
both of Summerfield Street, Sheffield S11 8HL.)
and)
For and on behalf of THE SHEFFIELD TWIST DRILL AND STEEL COMPANY LIMITED)
<i>Sheffield</i>)
Director)
both of Summerfield Street, Sheffield S11 8HL.)

DATED the 6th day of Decr 1972

WITNESS the above Signatures:-

L. Thickett
47 Ashland Road
Sheffield



CERTIFICATE OF INCORPORATION

No. 1089036

I hereby certify that

DOMER TOOLS (SHEFFIELD) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

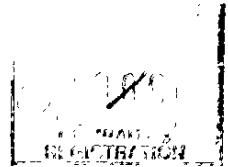
Given under my hand at London the **1st January 1973**

A handwritten signature in cursive script, appearing to read 'N Taylor'.

(N. TAYLOR)
Assistant Registrar of Companies

COMPANY NO: 1089036

1/43



L100

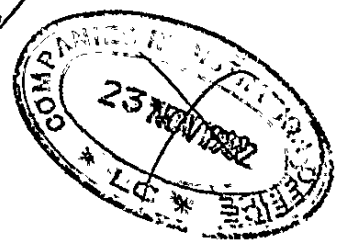
DORMER TOOLS (SHEFFIELD) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 15th November, 1982 the following Resolution was passed as a Special Resolution :-

RESOLUTION

THAT the name of the Company be changed to -

"SKF & DORMER TOOLS (SHEFFIELD) LIMITED."



P. R. Metcalfe

.....
P.R. Metcalfe (Director)

STEPHENSON HARWOOD
SADDLERS' HALL
GUTTER LANE
LONDON EC2V 6BS

Ref 243/112

FILE COPY



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1089036 / 44

I hereby certify that

DORMER TOOLS (SHEFFIELD) LIMITED

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

SKF & DORMER TOOLS (SHEFFIELD) LIMITED

Given under my hand at Cardiff the 1ST JANUARY 1983

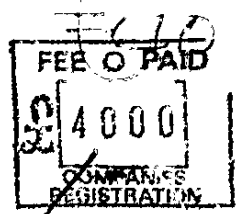
A handwritten signature in dark ink, appearing to be 'J. H. Jones', written over a horizontal line.

Assistant Registrar of Companies

Company No. 1089036

153

19.11.84



THE COMPANIES ACTS 1948 to 1981
COPY SPECIAL RESOLUTION

(Pursuant to Section 143 of The Companies Act 1948)

of

SKF & DORMER TOOLS (SHEFFIELD) LIMITED

(Passed the 1st day of November 1984)

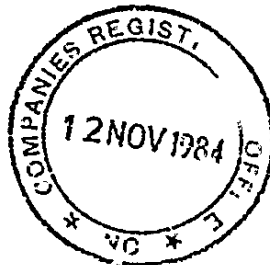
At an Extraordinary General Meeting of the above Company, duly convened and held at Summerfield Street Sheffield S11 8HL on the 1st day of November 1984, the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

That the name of the Company be altered to
THE SHEFFIELD TWIST DRILL AND STEEL COMPANY LIMITED

[Handwritten signature]

D. J. BICKNELL
CHAIRMAN



1048/250/033209/12

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1089036

154


I hereby certify that

**SKF & DORMER TOOLS (SHEFFIELD)
LIMITED**

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

**THE SHEFFIELD TWIST DRILL AND
STEEL COMPANY LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 23RD NOVEMBER 1984


M. SAUNDERS (MRS)
an authorised officer

No. of Company: 1089036

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

The Sheffield Twist Drill and Steel Company LIMITED

PASSED THE 28th DAY OF JUNE 1984

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED
COMPANY, DULY CONVENED AND HELD AT

Summerfield Street, Sheffield

ON THE 28th DAY OF JUNE 1984

THE FOLLOWING RESOLUTION WAS DULY PASSED:

"That in accordance with Section 12 (1) of the Companies Act 1981
the Company was not obliged to appoint auditors and that Section 14 (1)
of the 1976 Companies Act be excluded".

SIGNED

B. H. Thompson
COMPANY SECRETARY

DATE 01-07-84



COMPANY NO: 1089036

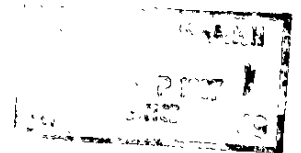
THE COMPANIES ACT 1981
CERTIFICATION OF DORMANT COMPANY

WE HEREBY CERTIFY THAT -

THE SHEFFIELD TWIST DRILL AND STEEL COMPANY LIMITED was dormant (within the meaning of Section 12 of the Companies Act 1981) throughout the financial year ended 31st December 1986.

W. J. Jones
..... Director

M. D. [Signature]
..... Director



No. of Company: 1089036

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

The Sheffield Twist Drill and Steel Company LIMITED

PASSED THE 28th DAY OF JUNE 1984

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED
COMPANY, DULY CONVENED AND HELD AT

Summerfield Street, Sheffield

ON THE 28th DAY OF JUNE 1984

THE FOLLOWING RESOLUTION WAS DULY PASSED:

"That in accordance with Section 12 (1) of the Companies Act 1981
the Company was not obliged to appoint auditors and that Section 14 (1)
of the 1976 Companies Act be excluded".

SIGNED by B V I
COMPANY SECRETARY

DATE 01-07-84



Company No: 1089036

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE SHEFFIELD TWIST DRILL ^{AND} STEEL COMPANY LIMITED

Passed the 24th day of October 1990

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

RESOLUTION

That the name of the Company be changed to "SKF & Dormer Tools UK Sales Limited".

Alan Murray
.....
Chairman

NW fac
008870

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1089036

I hereby certify that

**THE SHEFFIELD TWIST DRILL AND STEEL COMPANY
LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

SKF & DORMER TOOLS UK SALES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 12 NOVEMBER 1990

P. Devan
P. DEVAN

an authorised officer

Company No 1089036

The Companies Act 1985
Company Limited by Shares
Special Resolutions

of

SKF & Dormer Tools UK Sales Limited

Passed the 14th day of March 1991

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following resolutions were duly passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

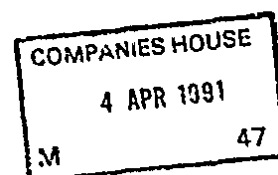
1. That, pursuant to Section 80 of the Companies Act 1985, the directors be generally and unconditionally authorised to allot (such expression being construed in accordance with the said Section 80) relevant securities (as defined in the said Section 80) of the Company up to an aggregate nominal amount of £1.5 million to such persons and in such manner and on such terms as the directors shall in their absolute discretion think fit at any time or times during the period of five years from the date on which this resolution is passed Provided that such authority shall allow the Company to make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and that the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not so expired.
2. That the Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company, to the exclusion of and in substitution for the existing Articles of Association.

BY ORDER OF THE BOARD

Secretary 

Dated 14 March 1991

Registered Office:
Summerfield Street
Sheffield
S11 8HU





Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

1089036

Name of company

* SKF & DORMER TOOLS UK SALES LIMITED

*Insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 14th March 1991 the nominal capital of the company has been increased by £ 1,499,900 beyond the registered capital of £ 100

The copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Pari passu with the existing ordinary share capital of the Company having the rights and conditions as set out in the Articles of Association of the Company.

Please tick here if continued overleaf

[]

Signed

[Signature]

CO. SECRETARY Designations

Date 14.3.91

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

Presenter's name, address and reference (if any) IAM DIBB LUPTON BROOMHEAD AND PRIOR FOUNTAIN PRECINCT BALM GREEN SHEFFIELD S1 1RZ

For official use General section Post 600014 WALSLEY HOUSE 4 APR 47 M

Company No. 1089036

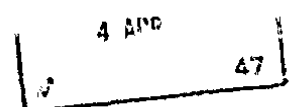
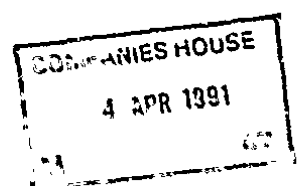
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

O F

S K F & D O R M E R T O O L S U K S A L E S L I M I T E D



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SKF & DORMER TOOLS UK SALES LIMITED

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.

5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

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.

DIRECTORS


7. A Director including an alternate 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.
8. A Director (including an alternate Director) who has duly declared his interest therein 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 shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
9. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
10. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
11. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as

an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office Provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

12. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.

W.A.

CERTIFIED COPY
17/6/91.

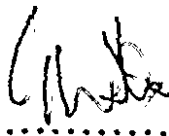

W.W.D. FOX
Secretary.

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
SKF & DORMER TOOLS UK SALES LIMITED
HELD AT SUMMERFIELD STREET, SHEFFIELD ON
31 MAY 1991

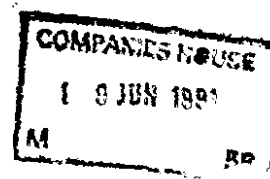
Present: Mr G W D Fox (In the Chair and
Company Secretary)

Mr R Knol
Mr U Jemsky

1. The Chairman announced that a quorum was present.
2. It was unanimously agreed that the notice convening the Meeting should be taken as read.
3. The Chairman proposed the following Resolutions as set out in the Notice of the Meeting as Elective Resolutions.
 - THAT in accordance with Section 252 of the Companies Act 1989 the Company elects to dispense with laying of accounts and reports before general meeting.
 - THAT in accordance with Section 366A of the Companies Act 1989 the Company elects to dispense with holding of annual general meeting.
4. The Chairman put the Resolutions to the Meeting and declare. them carried unanimously.
5. There being no other business the Meeting was concluded.


.....

Chairman





SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER: 1089036
COMPANY NAME: SKF & DORMER TOOLS UK SALES LIMITED

At an Extraordinary General Meeting of the Members of the above named company, duly convened and held at Summerfield Street, Sheffield, on the 22nd day of February 1993, the following Special Resolution was duly passed :

That the name of the Company be changed to:

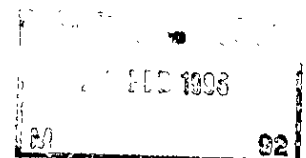
DORMER TOOLS LIMITED.

W.C.

.....
Secretary

Address for return:

The Secretary
Dormer Tools Limited
Summerfield Street,
Sheffield S11 0NL.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1089036

I hereby certify that

SKF & DORMER TOOLS UK SALES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

DORMER TOOLS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 MARCH 1993


P. BEVAN

an authorised officer

Price Waterhouse



24 January 1994

PRIVATE AND CONFIDENTIAL

The Company Secretary
CTT Tools UK Holdings Limited
Summerfield Street
Sheffield
S11 8HL



1089036

Dear Sir,

- CTT TOOLS UK HOLDINGS LIMITED (FORMERLY SKF TOOLS UK HOLDINGS LIMITED)
- DORMER TOOLS (SHEFFIELD) LIMITED (FORMERLY SKF & DORMER TOOLS (SHEFFIELD) LIMITED)
- DORMER WORKSOP LIMITED
- STD & S MANAGEMENT SERVICES LIMITED
- DORMER DRILLS LIMITED
- DORMER TOOLS LIMITED (FORMERLY SKF & DORMER TOOLS UK SALES LIMITED)
- HILLCLIFF LIMITED
- JANUS TOOLS LIMITED
- HILLCLIFF HARD METALS LIMITED
- ALDRIDGE TOOL HOLDINGS LIMITED
- ALDRIDGE TOOL AND ENGINEERING LIMITED
- DORMER DRILLS (SHEFFIELD) LIMITED
- DORMER TAPS & DIES LIMITED
- STD & S PROPERTIES LIMITED

We give notice that we are resigning as auditors of the companies listed above with immediate effect. There are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of any of the companies.

Yours faithfully,

PRICE WATERHOUSE

RTM/ARB/HJC