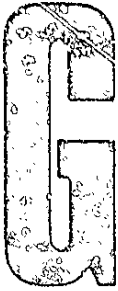


THE COMPANIES ACTS 1948 to 1981

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

41a



Please do not write in this binding margin



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

*Insert full name of Company

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

For official use

Company number

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

1931445

Name of Company

WHITEFIELD TECHNICAL SERVICES LIMITED

I, JEAN BROWN of 181 DANE ROAD SALE, CHESHIRE M33 2NL

do solemnly and sincerely declare that I am t A PERSON NAMED AS SECRETARY OF THE COMPANY IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976

of WHITEFIELD TECHNICAL SERVICES 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 HALE IN THE COUNTY OF GREATER MANCHESTER

Signature of Declarant

the 25TH day of JUN EIGHTY FIVE

Handwritten signature of Jean Brown

One thousand nine hundred and before me Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any): KESTRIAN REGISTRATIONS LIMITED THE GRAFTONS STAMFORD NEW ROAD ALTRINCHAM CHESHIRE WA14 1DQ

For official use New companies section Post room 27 JUN 1985 77 OFFICE

TM

Memorandum of Association

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

OF WHITEFIELD TECHNICAL SERVICES LIMITED



13

1. The name of the Company is WHITEFIELD TECHNICAL SERVICES LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a)

To carry on business, in any part of the world, as fabrication engineers in all their respective branches, ironmasters, ironfounders, ironworkers, steel-makers, blast furnace proprietors, brassfounders and metal makers, refiners and workers generally and as shipbuilders and shipwrights. To carry on business as manufacturers and repairers of, and dealers in, forgings, castings, guns, projectiles, machines, machinery, presses, implements, gears, tools, pneumatic and compressed air components, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks, and other vehicles, aeroplanes, seaplanes, airships and other aircraft, ironmongery and hardware, and wireless goods. To act as engineers agents and merchants, and generally to undertake and execute agencies and commissions of any kind. To carry on business as manufacturers of, dealers in, designers of engineers and woodworkers plant, machinery, tools, fittings equipment and furniture of all kinds.

Kestra

*L390 PB
BARCLAY 051236*



- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
- (c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, 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 or improving any such patents, inventions or rights.
- (d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.
- (e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co-operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person 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 rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (h) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the monies of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose 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, debentures or other securities of any such company.
- (l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.
- (m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge 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.

- (n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to 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, debentures or other securities of the Company.
- (o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependents, to make payments towards insurance, and to establish form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools, and other institutions for the benefit of any such persons aforesaid.
- (q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (r) To procure the Company to be registered or recognised in any part of the world.
- (s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- (t) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (u) 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.
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, 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 above objects or any of them.

The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £ 100,000 divided into 100,000 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 out opposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

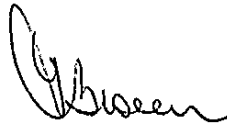
JEAN BROWN
181 Dane Road
Sale
Cheshire M33 2NL



One

One

GRAHAM BROWN
181 Dane Road
Sale
Cheshire M33 2NL



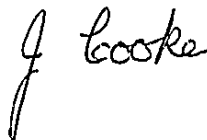
One

One

Dated the 25TH day of JUN 19 85

Witness to the above Signatures:

JEAN COOKE
14 Abbey Road
Sale
Cheshire



Articles of Association

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

OF WHITEFIELD TECHNICAL SERVICES LIMITED

1931445/4

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97, and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The Company is a private company limited by shares and, accordingly,
 - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) 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 those shares or debentures being offered for sale to the publicare prohibited.
4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit; subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this article.

APPOINTMENT OF DIRECTORS

6. The first director or directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.
7. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.
8. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no director shall be liable to vacate office by reason only of his having attained that age or any other age.

PROCEEDINGS OF DIRECTORS

9. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
10. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

SECRETARY

11. The first secretary of secretaries of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

JEAN BROWN
181 Dane Road
Sale
Cheshire M33 2NL

A handwritten signature in cursive script, appearing to read 'Jean Brown', written in black ink.

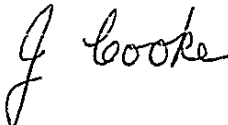
GRAHAM BROWN
181 Dane Road
Sale
Cheshire M33 2NL

A handwritten signature in cursive script, appearing to read 'Graham Brown', written in black ink.

Dated the 25TH day of JUN 19 85

Witness to the above Signatures:

JEAN COOKE
14 Abbey Road
Sale
Cheshire

A handwritten signature in cursive script, appearing to read 'Jean Cooke', written in black ink.

1

THE COMPANIES ACTS 1948 TO 1981

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, bold black lettering

To the Registrar of Companies

For official use

1931445 / S

Name of Company

WHITEFIELD TECHNICAL SERVICES Limited*

* delete if inappropriate

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

6 Slaidburn Drive, Lowercroft, Bury, Lancs.

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

[]

[]

Number of continuation sheets attached (see note 1)

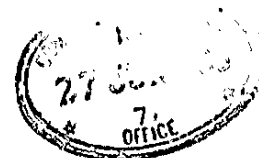
[]

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

KESTRIAN REGISTRATIONS LIMITED THE GRAFTONS STAMFORD NEW ROAD ALTRINCHAM CHESHIRE WA14 1LQ

For official use General section

Post room

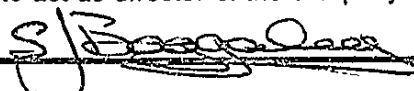


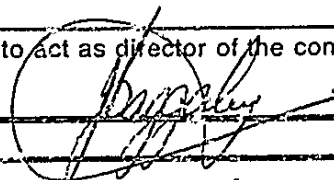
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company(note 2) are as follows:

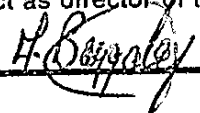
Please do not write in this binding margin

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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) Steven John Baggaley	Business occupation Engineering Administrator
Previous name(s) (note 3)	Nationality British
Address (note 4) 6 Slaidburn Drive, Lowercroft, Bury, Lancs.	Date of birth (where applicable) (note 6)
Other directorships † Whitefield Tube Sales Limited	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 25TH JUN 1985

Name (note 3) Jack Baggaley	Business occupation Engineer
Previous name(s) (note 3)	Nationality British
Address (note 4) 4 Chatton Close, Lowercroft, Bury, Lancs.	Date of birth (where applicable) (note 6)
Other directorships † Propcell International Limited and Whitefield Tube Sales Limited.	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 25TH JUN 1985

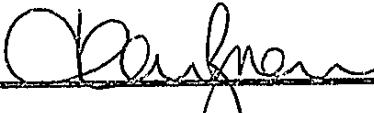
Name (note 3) Anthony Baggaley	Business occupation Welding Engineer
Previous name(s) (note 3)	Nationality British
Address (note 4) 21 Holcombe Close, Woodbank Farm Estate, Bury.	Date of birth (where applicable) (note 6)
Other directorships † Whitefield Tube Sales Limited.	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 25TH JUN 1985

Please do not 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.

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:

Name (notes 3 & 7)	JEAN BROWN
Previous name(s) (note 3)	
Address (notes 4 & 7)	181 DANE ROAD SALE, CHESHIRE M33 2NL
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 25TH JUN 1985

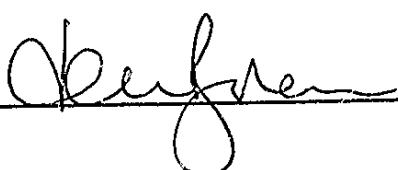


Name (notes 3 & 7)	Steven John Baggaley
Previous name(s) (note 3)	None
Address (notes 4 & 7)	6 Slaidburn Drive, Lowercroft, Bury, Lancs.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 25TH JUN 1985

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

† delete as appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Subscriber] [~~Agree~~]† Date 25TH JUN 1985

Signature  [Subscriber] [~~Agree~~]† Date 25TH JUN 1985

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1931445

I hereby certify that

WHITEFIELD TECHNICAL SERVICES LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the

17TH JULY 1985

M. Saunders
M. SAUNDERS (MRS)

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

117

1931445

Name of company

* WHITEFIELD TECHNICAL SERVICES LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 0 0 9

5 April
Day Month

0 5 0 4

30 June
Day Month

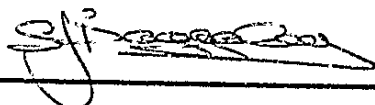
3 0 0 6

31 December
Day Month

3 1 1 2

† Delete as
appropriate

Signed



[Director][Secretary]† Date

August 29th 1985

Presentor's name address and
reference (if any):

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

21

For official use

Company number

1931445

To the Registrar of Companies

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

Name of company

* WHITEFIELD TECHNICAL SERVICES LIMITED

* insert full name of company

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 as shown below:

Note Please read notes 1 to 5 overleaf before completing this form

Day Month 3 0 0 4

STET

† delete as appropriate

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 0 0 4 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of _____, company number _____ the accounting reference date of which is _____

Signed

[Signature]

[Director][Secretary]† Date

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

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For official Use General Section

Post room 23 MAR 1987