

No: 499064



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SECURICOR (AMERICAS) LIMITED

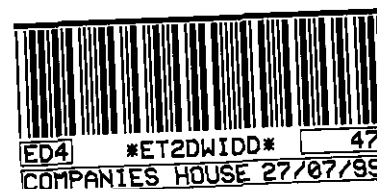
(as adopted 19 July 1999)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73 -77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.
3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

4. (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.



(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

5. (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. 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. The first sentence of Regulation 24 of Table A shall not apply to the Company

DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. 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 or having attained the age of seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

THE SEAL

13. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

(ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors

INDEMNITY

- 14.** (i) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court; and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act
- (ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989

No: 499064

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SECURICOR (AMERICAS) LIMITED

(as amended 19 July 1999)

-
1. The name of the Company is "SECURICOR (AMERICAS) 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 as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, privileges, concessions, patents, patent rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
 - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.

(E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other person or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.

(G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined.

(K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in

one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.

(N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.

(Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.

(R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

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.

No: 499064

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SECURICOR (AMERICAS) LIMITED**

(Memorandum of Association as amended
19 July 1999.

Articles of Association as adopted
19 July 1999.)