



The Companies Act (Northern Ireland), 1960.

COMPANY LIMITED BY SHARES

Memorandum

— AND —

Articles of Association

— OF —

H. M. Electrics Limited

No. N.I.

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

H. M. ELECTRICS

LIMITED is this day Incorporated under the Companies Act

(Northern Ireland), 1960, and that the Company is Limited.

GIVEN under my hand at Belfast, this

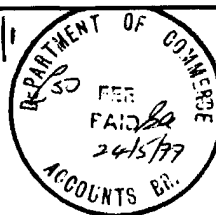
day

of

One thousand nine hundred and

Registrar of Companies for Northern Ireland.

NI 12055/1



1.

REGISTERED
26 MAY 1977

The Companies Act (Northern Ireland), 1960.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

— OF —

H. M. [✓]Electrics Limited

1. The name of the Company is "H. M. [✓]ELECTRICS LIMITED."

2. The Registered Office of the Company will be [✓]situate in Northern Ireland.

3. The objects for which the Company is established are:

- (a) To carry on the business of electricians, electrical engineers and contractors, radio and television engineers, mechanical, sanitary, gas and water engineers, iron-mongers, hardware merchants, makers of electric tramways, motor cars, carriages, cycles and other vehicles, and manufacturers of and dealers in dynamos, motors, telephones, bells, radio, television, electroliers, x-ray, arc and other lamps, public address systems, electric light fittings, heating and cooking apparatus, furniture, metals, india rubber, asbestos and other insulating materials, and chemical and medical apparatus, and of and in all other apparatus and things required for or capable of being used in connection with generation, distribution, supply, accumulation and employment of electricity, either alone or in conjunction with gas, and also of contractors for the supply of electricity, whether for lighting, heating, sound, motive power, telegraphic, telephonic, electro-plating, metallurgic or other manufacturing processes or other purposes whatsoever.

- (b) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the instalment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description, and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the Company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of such persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.
- (c) To carry on all or any or any one or more of the foregoing businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.
- (d) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the assets, property or rights of the Company.
- (e) To apply for, purchase, hire, take on lease, or in exchange or otherwise acquire and hold for any estate or interest, any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (g) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.

- (h) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company, or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested, whether directly or indirectly.
- (k) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support and subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.

4.

- (p) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or by instalments or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (r) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (s) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.
- (t) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £25,000·00 divided into 25,000 shares of £1·00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company may from time to time determine.

5.

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 |
|--|--|
| <i>Hugh McAlary</i> <i>GLEN Rd.</i> <i>Madison</i> <i>MAGHERA</i> | 50 ✓ |
| <i>Rosemary McAlary</i> <i>Glen Road</i> <i>Hawthorne</i> <i>Maghera</i> | 50 ✓ |
| Total Shares taken: | 100 ✓ |

Dated the *1st* day of *May*, 19*72*.

Witness to the above Signatures:

William J. McKee