

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

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:

1329231

Name of Company

BEES ELECTRICAL SUPPLIES

Limited*

I, DAVID FRANCIS ORDISH

of 22-24 COWPER STREET, LONDON EC2A 4AP

* delete if inappropriate

* Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † a person named as Director of the Company in the statement delivered under Section 21 Companies Act 1976

of BEES ELECTRICAL SUPPLIES

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 22, The Ridgeway
Finchley, London N3 2PH

the tenth day of August

One thousand nine hundred and seventy-seven

before me *[Signature]*
A 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)

HART & CO. (CITY ROAD) LIMITED

22/24 Cowper Street, City Road, EC2A 4AP

HART+CO. (CITY ROAD) LIMITED,
22-24 Cowper Street,
London EC2A 4AP.
Telephone 01-251 4901

For official use
General section

Post room

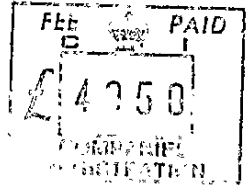
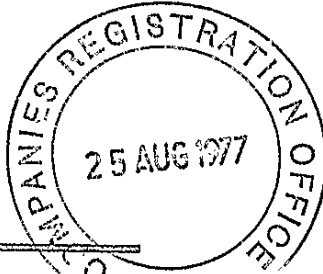
2000

1329231/3

THE COMPANIES ACTS, 1948 to 1967
COMPANY LIMITED BY SHARES

Memorandum of Association

OF BEES ELECTRICAL SUPPLIES LIMITED



1. The name of the Company is BEES ELECTRICAL
SUPPLIES 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 the business of retailers, wholesalers, designers, producers, manufacturers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors of electrical, and electronic goods, apparatus, appliances, accessories, tools, components and machinery and equipment of every and any description; to carry on business as dealers as aforesaid in domestic, commercial and industrial electrical and electronic equipment of all kinds; to carry on the business of hirers, leasers, renters and letters out on hire of domestic, commercial and industrial electronic and electrical equipment of all kinds; to carry on the business of dealers in television sets, radios, gramophones, tape and cassette recorders, audio and visual and sound and vision recording equipment, video equipment, office equipment and industrial equipment of every and any description; and to undertake the repair, servicing, maintenance and reconditioning of all or any of the goods either manufactured by or dealt with by the Company; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

HART & CO. (CITY ROAD) LIMITED

22/24 Cowper Street, City Road, EC2A 4AF

2/995509

3/10/77

Clauses 3(B) to 3(F)

- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, 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.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of 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 and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge and undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copy-rights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

Clauses 3(M) to 3(R)

- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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.
- (R) 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 or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

Clauses 3(S) to 3(W)

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) 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 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.
- (V) 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 the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business

carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (X) 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.
- (Y) 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, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.


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 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 opposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber


MICHAEL CLAFF
22-24 Cowper Street,
City Road,
London EC2A 4AP.

ONE

Company Director.



DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

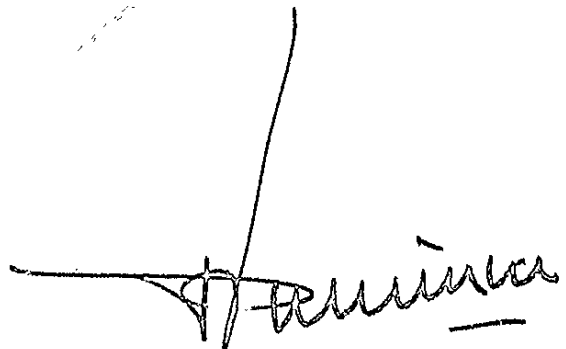
ONE

Company Director.

DATED THIS 8th DAY OF AUGUST 1977

Witness to the above Signatures -

DEREK PATTISON,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Secretary.



13292314

THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY SHARES

Articles of Association

OF BEES ELECTRICAL SUPPLIES
LIMITED.

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined 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 may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most

beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares 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 same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation II of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the

Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.
11. A person may be appointed a Director 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 or any other age.
12. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

14. The office of a Director shall be vacated:-

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement with his creditors.

(3) If he becomes of unsound mind.

(4) If he is prohibited from being a Director by any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.

(5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

16. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.


SEAL

17. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.


INDEMNITY

18. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers


MICHAEL CLAFF
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

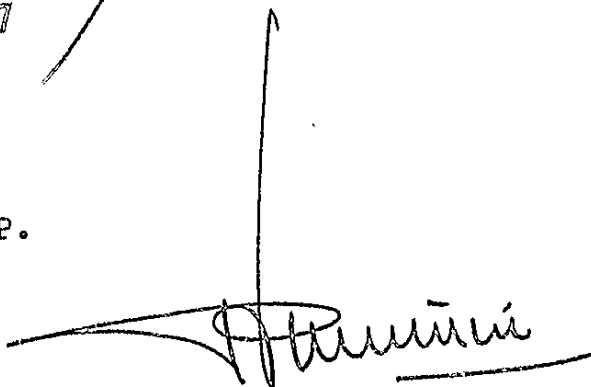

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

DATED THIS 9th DAY OF AUGUST 1977

Witness to the above Signatures -

DEREK PATTISON,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Secretary.



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

Company number

1329231 5

Name of Company

BEES ELECTRICAL SUPPLIES

Limited*

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below22-24 COWPER STREET
LONDON EC2A 4AP118 GREYHOUND LANE
LONDON S.W.16 SW1If 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

X

HART & CO. (CITY ROAD) LIMITED

22/24 Cowper Street, City Road, EC2A 4AP

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 statementPresentor's
reference (if any):HART & CO. (CITY ROAD) LIMITED
22/24 Cowper Street, City Road, EC2A 4APHART+CO. (CITY ROAD) LIMITED
22-24 Cowper Street
London EC2A 4AP
Telephone 01-251 4901For 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 are as follows:

Name (note 2) DAVID FRANCIS ORDISH

Former name(s) (note 3) NONE

Address (note 4) 22-24 COWPER STREET
LONDON EC2A 4AP

Particulars of other directorships (note 5)

COMPANY DIRECTOR - HART & CO. (CITY ROAD) LIMITED

I hereby consent to act as director of the company named on page 1

Signature

Business occupation

COMPANY DIRECTOR

Nationality

BRITISH

Date of birth (where applicable)
(note 6)

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)

Former name(s) (note 3)

Address (note 4)

Particulars of other directorships (note 5)

Business occupation

Nationality

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Date

Signature

Name (note 2)

Former name(s) (note 3)

Address (note 4)

Particulars of other directorships (note 5)

Business occupation

Nationality

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1


Date

Signature

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:

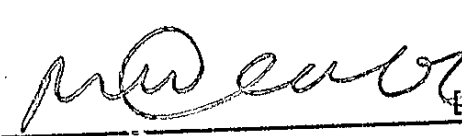
Name (notes 2 & 7)	MICHAEL NORMAN CLAFF
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	22-24 COWPER STREET LONDON EC2A 4AP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 8/8/77


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

* 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] [Agent]† Date 8TH AUGUST 1977

Signature  [Subscriber] [Agent]† Date 8TH AUG 1977

AC.



CERTIFICATE OF INCORPORATION

N. 1329231

I hereby certify that

BEES ELECTRICAL SUPPLIES 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

8TH SEPTEMBER 1977

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

1329231

15

Companies Act 1948-1976

Company Limited by shares

Ordinary Resolution

BEES ELECTRICAL SUPPLIES LIMITED

Passed the 10th day of March 1980

At an Extraordinary General Meeting of the above-named Company
duly convened and held at the Registered Office
on the 10th day
of March 1980, the subjoined ORDINARY
RESOLUTION was duly passed :

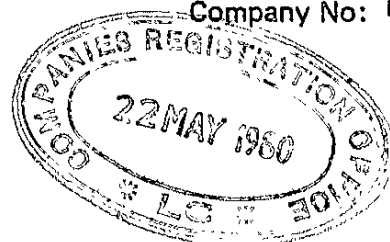
Resolution

THAT the Share Capital of the Company be increased
from £100 to £10,000 by the creation of
nine thousand and nine hundred ordinary
Shares of $\frac{1}{2}$ each, such shares to rank pari passu in all
respects with the existing share capital of the Company.

Hasmukh A. Patel

Secretary

Company No: 1329231



✓



Company No: 1329231

/17

BEE'S ELECTRICAL SUPPLIES LIMITED

Incorporated the 8th day of September 1977

Memorandum and Articles of Association

COMPANY LIMITED BY SHARES
THE COMPANIES ACTS 1948-1976



EUROPEAN COMMUNITIES ACT, 1972

We hereby certify that this document
complies with the above Act.

.....
Director

This is to certify that this document
has been printed by Lithography.
p.p. HART & CO. (CITY ROAD) LIMITED

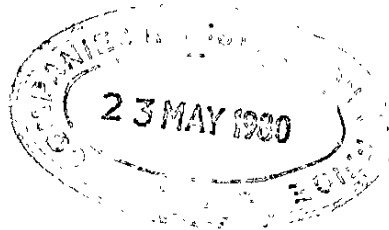
..... DIRECTOR

Memorandum of Association

THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY SHARES

OF

BEES ELECTRICAL SUPPLIES LIMITED



1. The name of the Company is Bees Electrical Supplies 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 the business of retailers, wholesalers, designers, producers, manufacturers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors of electrical, and electronic goods, apparatus, appliances, accessories, tools, components and machinery and equipment of every and any description; to carry on business as dealers as aforesaid in domestic, commercial and industrial electrical and electronic equipment of all kinds; to carry on the business of hirers, leasers, renters and letters out on hire of domestic, commercial and industrial electronic and electrical equipment of all kinds; to carry on the business of dealers in television sets, radios, gramophones, tape and cassette recorders, audio and visual and sound and vision recording equipment, video equipment, office equipment and industrial equipment of every and any description; and to undertake the repair, servicing, maintenance and reconditioning of all or any of the goods either manufactured by or dealt with by the Company; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

Clauses 3(B) to 3(F)

- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, 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.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of 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 and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge and undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the Company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

Clauses 3(M) to 3(R)

- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such Company
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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.
- (R) 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 or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) 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 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.
- (V) 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 the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business


carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (X) 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.
- (Y) 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, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £10,000 divided into 10,000 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 opposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

MICHAEL CLAFF
22-24 Cowper Street,
City Road,
London EC2A 4AP.

ONE

Company Director.

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

ONE

Company Director.

DATED the 22nd day of July 1977

Witness to the above Signatures -

DEREK PATTISON,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Secretary.

Articles of Association

THE COMPANIES ACTS, 1948 to 1976
COMPANY LIMITED BY SHARES

OF

KEES ELECTRICAL SUPPLIES LIMITED

PRELIMINARY

Part I Private

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined 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 may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most

Clauses 5 to 9

beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares 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 same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation II of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the Company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the

Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.
11. A person may be appointed a Director 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 or any other age.
12. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

Clauses 13 to 16

3. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
14. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is prohibited from being a Director by any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
 - (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

16. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

17. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

18. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

MICHAEL CLAFF
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

DAVID ORDISH
22-24 Cowper Street,
City Road,
London EC2A 4AP.

Company Director.

DATED the 22nd day of July 1977

Witness to the above Signatures -

DEREK PATTISON,
22-24 Cowper Street,
City Road, London EC2A 4AP.
Company Secretary.

No. of Company 1329231

16

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company BEE'S ELECTRICAL SUPPLIES Limited*

hereby gives you notice that by ordinary/~~extraordinary~~/~~special~~** resolution of the company dated the
10th March 1980, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 9,900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
9,900	Ordinary	£1

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:-
(If any of the shares are preference shares state whether they are redeemable or not)

To rank pari passu with the existing share capital.

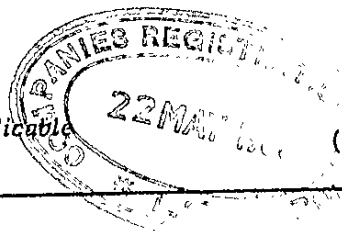
Signed Hammish A. Shah

State whether
Director or Secretary DIRECTOR

Date 10-3-80

* Delete "Limited" if not applicable

** Delete as necessary



(see notes overleaf)

Presented by:

Presentor's reference:

Form No. 10

COMPANY NO: 1329231

23

The Companies Acts 1948-1981
Company Limited by Shares

Special Resolution

of

BEES ELECTRICAL SUPPLIES LIMITED

Passed the 1st day of October 19 82

At an Extraordinary General Meeting of the Company duly convened
and held at 118 Greyhound Lane, London SW16

the following Resolutions were duly passed as SPECIAL
RESOLUTIONS of the Company, viz:

RESOLUTIONS

Please see attached.



Hasmukh A. Shah.
CHAIRMAN

BEES ELECTRICAL SUPPLIES LIMITED

RESOLUTION

That upon the recommendation of the Directors and pursuant to the Articles of Association of the company it is desirable to capitalise the sum of £9,998 standing to the credit of Revenue Reserves and that the sum of £9,998 be set free for distribution among the holders of the Ordinary Shares of the company at close of business on 30 September 1982 in the proportion of 4,999 shares for every 1 Ordinary Share then held by them respectively on the footing that the same be applied in paying up in full 9,998 Ordinary Shares of £1 each and that such Ordinary Shares be distributed and credited as fully paid to the said holders of the Ordinary Shares in the proportion aforesaid and that the Directors be authorised and directed to allot the said shares accordingly on Renounceable Letters of Allotment.

COMPANY NO: 1329231

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTION

of

BEES ELECTRICAL SUPPLIES LIMITED

Passed the 22nd day of October 1986

At an Extraordinary General Meeting of the Company duly convened and held at 118 Greyhound Lane, London, S.W.16.

the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company, viz:

RESOLUTION

That Clause 3(A) of the Memorandum of Association of the Company be and is hereby duly renumbered Clause 3 (A)(i) and that the Clause as attached hereto be adopted as Clause 3 (A)(ii).



Hasmullah A Shah
CHAIRMAN

MEMORANDUM OF ASSOCIATION

OF

BEES ELECTRICAL SUPPLIES LIMITED

1. The Company's name is Bees Electrical Supplies Limited
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:-
 - A.(ii) To carry on business as dealers in property and estates, mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate developers and development agents; to purchase, take on lease or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interest in any rights connected with any such lands or buildings; to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property as the Company may deem fit and may acquire the same for the purposes of investment with a view to receiving income therefrom.

099A



COMPANY NUMBER 1 3 2 9 2 3 1



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF THE MEMBERS OF

BEES ELECTRICAL SUPPLIES LIMITED

PASSED PURSUANT TO REGULATION 53 OF THE
COMPANIES (TABLE A-F) REGULATIONS 1985

That with the Consent of the Registrar of Companies the name of the
Company be changed to ACE ELECTRICAL DISTRIBUTORS LIMITED

9/2/94

Hasmukh A Shah.....

HASMUKH A SHAH.

Minaxi H Shah.....

MINAXI H SHAH

DATED THE 1st DAY OF FEBRUARY 1994.

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1329231

I hereby certify that

BEES ELECTRICAL SUPPLIES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

ACE ELECTRICAL DISTRIBUTORS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 9 FEBRUARY 1994

P. Bevan
P. BEVAN

an authorised officer