

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Company number

1414150

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

Name of Company

* delete if inappropriate

HELLER MACHINE TOOLS (U.K.)

Limited*

1. _____ Mr. Hubert Heller

of Hindenburgstr. 58

7440 Nuertingen

West Germany

† 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 not a person named as Director of the
Company in the Statement delivered under Section 21 of the Companies
Act 1976
of _____

HELLER MACHINE TOOLS (U.K.)

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 Troisvieux in the County of
Hesford & Worcester

the 11th day of January
One thousand nine hundred and seventy nine

before me C. Wilson 1 9 9 9
A Commissioner for Oaths

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

For official use
General section

Post room

D. & D. LEWIS & CLARK
50, LINCOLN WAY
LINCOLN W 3 344
TEL. D-4-3 18 05

THE COMPANIES ACTS 1948 to 1976

414150/3

JAN 25 1979

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COMPANY LIMITED BY SHARES

Memorandum of Association

- OF -

HELLER MACHINE TOOLS (U.K.) LIMITED

1. The name of the Company is "HELLER MACHINE TOOLS (U.K.) 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 all or any of the businesses of general engineers, designers, manufacturers, assemblers, maintainers, importers, exporters, repairers, installers, hirers, letters on hire, distributors and agents for the sale of, and dealers in engineering equipment, plant, machinery, appliances, components, accessories, tools, jigs, dies and fixtures of all kinds, electrical, electronics, motor, aeronautical, hydraulic, marine, computer and civil engineers, engineering consultants, production planners, prototype designers, draughtsmen, and technicians, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tinplate workers, sheet metal manufacturers, workers and dealers, tinnerns, galvanisers, platers, painters, sprayers, plastic workers and moulders, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in vehicles, fittings, furnishings, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee 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 to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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
<p>HELLER GMBH NEUFFENER STR. 7440 NUERTINGEN WEST GERMANY</p> <p><i>Thermet Heller</i> SECRETARY TO HELLER GMBH.</p> <p>MR. HUBERT HELLER HINDENBURGSTR. 58 7440 NUERTINGEN WEST GERMANY</p> <p><i>Hubert H. Heller.</i> COMPANY DIRECTOR.</p>	<p><i>Ninety Nine</i> 99</p> <p><i>ONE</i> 1</p>

D A T E D the *11th* day of *JANUARY, 1979*

WITNESS to the above Signatures :-

GEORGE EDWARD LLOYD (ACCOUNTANT)
POLIND COTTAGE,
HANBURY
NR. BROMSGROVE,
WARCS

Georg E Lloyd

THE COMPANIES ACTS 1948 to 1976

1414150 4

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

HELLER MACHINE TOOLS (U.K.) LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause I thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130.

PRIVATE COMPANY

3. The Company is a private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause II of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A" dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by

the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY

10. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

DIRECTORS

11. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act, 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of

the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

15. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

AUDITORS

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act, 1948, Section 14 of the Companies Act, 1967, and Sections 13 to 20 of the Companies Act 1976.

INDEMNITY

17. Subject to Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HELLER GMBH
NEUFFENER STR.
7440 NUERTINGEN
WEST GERMANY

Berndt Heller

SECRETARY TO HELLER GMBH.

MR. HUBERT HELLER
HINDENBURGSTR. 58
7440 NUERTINGEN
WEST GERMANY

Hubert H. Heller.

COMPANY DIRECTOR.

D A T E D the *11th* day of *JANUARY, 1979*

WITNESS to the above Signatures :-

CHARLES EDWARD LLOYD (ACCOUNTANT)
POUND COTTAGE,
HANBURY
NK BROMSGROVE,
WARCS

Charles E. Lloyd



Please do not
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Please complete
legibly, preferably
in black type, or
bold black lettering

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

Form No. 1

1

Company number

1414150/5

Name of Company

HELLER MACHINE TOOLS (U.K.)

Limited*

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

Unit 7, Padgets Lane

Moons Moat South Industrial Estate

Redditch, Worcestershire

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

X

D. & D. LAW AGENCY SERVICES LTD

50, LINCOLN'S INN FIELDS,

LONDON, WC2A 3PF

TEL. 01 405 1082/7215

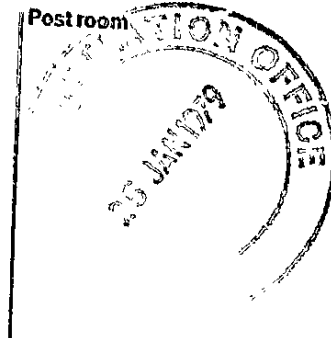
If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

D. & D. LAW AGENCY SERVICES LTD
50, LINCOLN'S INN FIELDS,
LONDON, WC2A 3PF
TEL. 01 405 1082/7215

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 are as follows:

Name (note 2)	Heller	Business occupation	
Former name(s) (note 3)	Hubert	Company Director	
Address (note 4)	Hindenburgstr. 58	Nationality	West German
	7440 Nuertingen	Date of birth (where applicable) (note 6)	8.7.1936
	West Germany		
Particulars of other directorships (note 5)			
Heller Machine Tools Limited			
Heller GmbH			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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Importa

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1976 and
200(2) of
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1948. Plea
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form.

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)	ERB
Former name(s) (note 3)	Otto
Address (notes 4 & 7)	In der Bitze 15 7443 Frickenhausen West Germany
I hereby consent to act as secretary of the company named on page 1	
Signature <i>X</i>	<i>Eppo Erb</i> / Date 11-1-79

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

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

D. & D. LAW AGENCY SERVICES LIMITED

† delete as
appropriate

Signature *[Signature]* Director [Agent]† Date 11-1-79

D. & D. LAW AGENCY SERVICES LIMITED

Signature *[Signature]* [Agent]† Date 11-1-79



CERTIFICATE OF INCORPORATION

No. 1424150

I hereby certify that

HELLER MACHINE TOOLS (U.K.) 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 **9TH FEBRUARY 1979**

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

Number of Company: 1414150

COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION

- of -

HELLER MACHINE TOOLS (UK) LIMITED

PASSED on the 18th day of December 1979

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Registered Office of the Company on the 18th day of December 1979 the following Special Resolution was duly passed:-

THAT Articles 6 and 7 of the Company's Articles of Association be deleted and the following Article (to be numbered 6) be inserted:

"6 The Directors may, in their absolute discretion, and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share."

Michael M. Heller
.....
Chairman.



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985


HELLER MACHINE TOOLS (UK) LIMITED

passed the 30th September 1991

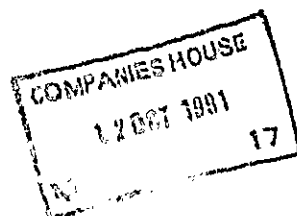
At a general meeting of the members of the
above-named company, duly convened and held at
the Registered Office on the 30th September 1991
the following ELECTIVE RESOLUTION was passed:

RE-ELECTION
OF AUDITORS

THAT pursuant to Section 386 of the Companies Act
1985 the Company hereby elects to dispense with the
obligation to appoint auditors annually.

Signed: 

G. E. Lloyd
SECRETARY



141450

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

HELLER MACHINE TOOLS (UK) LIMITED

passed the 30th September 1991

At a general meeting of the members of the above-named company, duly convened and held at the Registered Office on the 30th September 1991, the following ELECTIVE RESOLUTION was passed:

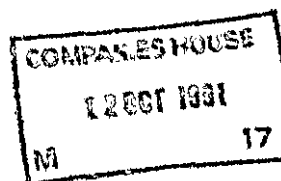
HOLDING OF
ANNUAL GENERAL
MEETINGS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.

Signed



G. E. Lloyd - SECRETARY



1414150

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

pursuant to Section 379A Companies Act 1985

HELLER MACHINE TOOLS (UK) LIMITED

passed the 30th September 1991

At a general meeting of the members of the
above-named company, duly convened and held at
the Registered Office on the 30th September 1991
the following ELECTIVE RESOLUTION was passed:

LAYING OF
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act
1985 the Company hereby elects to dispense with the
laying of accounts and reports before the Company
in General Meeting.

Signed: _____

G. E. Lloyd
SECRETARY

