



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

2174512

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

Name of company

* **HANDYGRADE LIMITED**

* insert full
name of Company

I, **JEANBROWN**

of **THE GRAFTONS**

STAMFORD NEW ROAD

ALTRINCHAM WA14 1DQ

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)†~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 **THE GRAFTONS**

Declarant to sign below

STAMFORD NEW ROAD

ALTRINCHAM WA14 1DQ

the **2ND** day of **SEP**

One thousand nine hundred and **EIGHTY SEVEN**

before me **12**

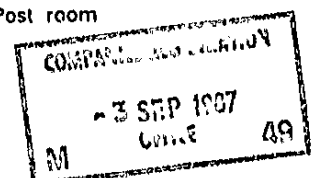
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

The Kestrian Group Limited
The Graftons, Stamford New Road
Altrincham, Cheshire WA14 1DQ
Tel 061 928 5786
Telex 666524 STATUS G
British Document Exchange
No DX19851 Altrincham
Fax 061-941 7036

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

* insert full name
of company

* HANDYGRADE LIMITED

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

7th FLOOR, THE GRAFTONS	
STAMFORD NEW ROAD	
ALTRINCHAM	
Postcode	WA14 1DQ

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

THE KESTRIAN GROUP LIMITED	
7th FLOOR, THE GRAFTONS	
STAMFORD NEW ROAD	
ALTRINCHAM	
Postcode	WA14 1DQ

Number of continuation sheets attached (see note 1)

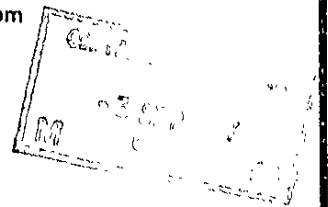
Presentor's name address and
reference (if any):

The Kestrian Group Limited
The Graftons, Stamford New Road
Altrincham, Cheshire WA14 1DQ
Tel: 061-928 5786
Telex 666524 STATUS-G
British Document Exchange
No DX19851 Altrincham
Fax 061-941 7036

RM

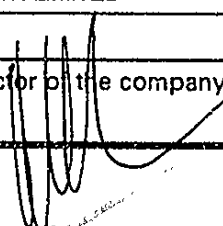
For official Use
General Section

Post room




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

Please do not write in this margin

Name (note 3) MICHAEL ROBERT SWINBURNE			Business occupation COMPANY DIRECTOR	
Previous name(s) (note 3)			Nationality BRITISH	
Address (note 4) THE GRAFTONS STAMFORD NEW ROAD			Date of birth (where applicable) (note 6)	
ALTRINCHAM		Postcode	WA14 1DQ	
Other directorships †				
THE KESTRIAN GROUP LIMITED				
KESTRIAN SEARCHES LIMITED				
QUESTWATCH LIMITED				
I consent to act as director of the company named on page 1				
Signature 			Date 2ND SEP 1987	

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

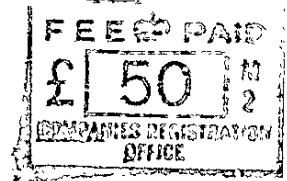
Name (notes 3 & 7) JEAN BROWN		
Previous name(s) (note 3)		
Address (notes 4 & 7) THE GRAFTONS STAMFORD NEW ROAD		
ALTRINCHAM		Postcode WA14 1DQ
I consent to act as secretary of the company named on page 1		
Signature 		Date 2ND SEP 1987

Signature of agent on behalf of subscribers 		Date 2ND SEP 1987
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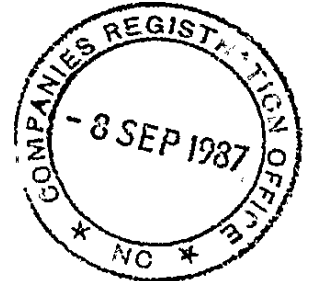
THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

COMPANY NO.
INCORPORATED

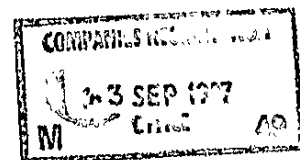
Memorandum of Association



OF
HANDYGRADE LIMITED



1. The Company's name is **HANDYGRADE LIMITED**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on business as importers, exporters, buyers and sellers of, and dealers in, merchandise of all descriptions, including metals, machinery, plant, tools and metal goods generally, cotton, wool, worsted, silk, flax, hemp, jute, balata, fibrous material, rubber, sponges, cloth, clothes, leather and leather goods, furniture, electrical goods, ivory, jewellery, gold, silver, precious stones and gems, skins, fur, corn, hay, straw, hops, liquors, foods, provisions, wood and timber, coal, coke, patent fuel, transparent paper, waterproof paper, waxed paper and other papers for every purpose, pattern cards, paper bags, paper decoration goods, paper shavings, tickets, paper reels and rolls, paper tubes and other similar goods.



Barc
6970 A/20
722411

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

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

And it is hereby declared that

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- (ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £ 100
of £1 each.

divided into 100

shares

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum: and we agree to take the number of shares shown opposite our respective names.

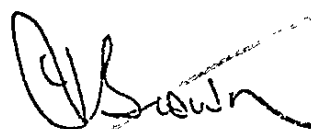
Names and Addresses of Subscribers Number of Shares taken by each Subscriber

JEAN BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



One

GRAHAM BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



One

Total shares taken

Two

Dated 2ND SEP 1987

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



Articles of Association

OF HANDYGRADE LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The Directors of the Company may (subject to regulations 3 and 4(i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.
4. (i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
(ii) In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

5. (i) 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) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
(ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

6. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed—
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.

(v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

7. (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

8. (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
10. No person shall be appointed a Director at any General Meeting unless—
- (a) he is recommended by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.
11. Subject to regulation 10 above, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
12. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
13. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

14. (i) The powers of the Company set out in Clause 3 (p) of the Memorandum of Association may be exercised by the Directors of the Company.
- (ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

15. (i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

SECRETARY

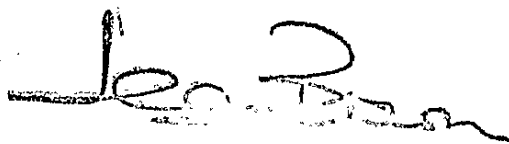
16. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

TRANSFER OF SHARES

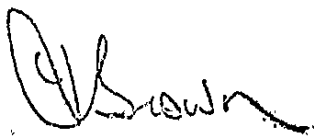
17. The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

Names and Addresses of Subscribers

JEAN BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



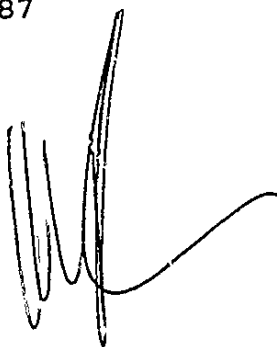
GRAHAM BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



Dated 2ND SEP 1987

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2174512

I hereby certify that

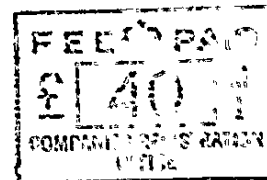
HANDYGRADE LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 6 OCTOBER 1987

F. A. Joseph.

F. A. JOSEPH
an authorised officer



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

COMPANY NO: 2174512

SPECIAL RESOLUTION OF HANDYGRADE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened, and held on the 4th day of NOVEMBER 1987 the following Resolution was passed as a Special Resolution:

RESOLUTION

In accordance with section 28 (1) of the Companies Act 1985, the name of the Company be changed to

GEORGE HUTCHISON ASSOCIATES LIMITED

24-11-87

JIC



Leo Bam



Berc
£310 dt
112794

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2174512

I hereby certify that

HANDYGRADE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GEORGE HUTCHISON ASSOCIATES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 NOVEMBER 1987

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

COMPANY NO: 2174512

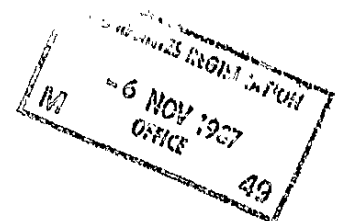
SPECIAL RESOLUTION OF HANDYGRADE LIMITED

We, the undersigned, being all the Members for the time being of the above named Company entitled to attend and vote at General Meetings of the Company, HEREBY PASS the Special Resolution set out hereunder, and we agree that the said Special Resolution shall, in accordance with regulation 53 of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985, such regulation having been adopted by the Company in its Articles of Association, be effectual as if it had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED that in accordance with section 4 of the Companies Act 1985, the objects of the Company be altered as follows:

Paragraph 3(a) to be deleted and substituted by the following paragraph:

- 3(a) To carry on business as civil electrical and mechanical engineers and architectural designers and general designers surveyors draughtsmen tracers engravers blue print makers photostat workers designers of industrial tools instruments machinery plant fittings and equipment of all kinds consulting engineers specification specialists technical advisers and preparers of bills of quantity and to provide professional services of all kinds to the construction and allied industries. To carry on business as builders and contractors Government and public works contractors civil constructional mechanical and general engineers demolition contractors property repairers and jobbers sanitary gas and hot water engineers electricians metal workers joiners woodworkers timber merchants saw mill proprietors and sawyers furniture manufacturers house and general furnishers shop fitters shop front constructors painters decorators plumbers glaziers french polishers wood paving and floor manufacturers brick and tile manufacturers cement merchants manufacturers of and dealers in building requisites of all kinds ironmongers hardware dealers carriers and haulage contractors.



Dated this 4TH day of NOVEMBER

198 7

Handwritten signature/initials

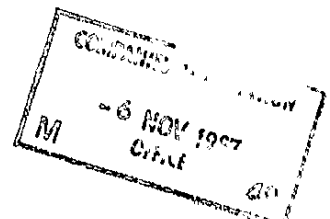
THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

COMPANY NO. 2174512
INCORPORATED 6 OCTOBER 1987

Memorandum of Association

OF **HANDYGRADE LIMITED**

1. The Company's name is **HANDYGRADE LIMITED**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on business as civil electrical and mechanical engineers and architectural designers and general designers surveyors draughtsmen tracers engravers blue print makers photostat workers designers of industrial tools instruments machinery plant fittings and equipment of all kinds consulting engineers specification specialists technical advisers and preparers of bills of quantity and to provide professional services of all kinds to the construction and allied industries. To carry on business as builders and contractors Government and public works contractors civil constructional mechanical and general engineers demolition contractors property repairers and jobbers sanitary gas and hot water engineers electricians metal workers joiners woodworkers timber merchants saw mill proprietors and sawyers furniture manufacturers house and general furnishers shop fitters shop front constructors painters decorators plumbers glaziers french polishers wood paving and floor manufacturers brick and tile manufacturers cement merchants manufacturers of and dealers in building requisites of all kinds ironmongers hardware dealers carriers and haulage contractors.



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

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

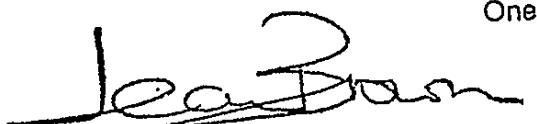
And it is hereby declared that

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
 - (ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.
4. The liability of the members is limited.
5. The Company's share capital is £ 100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum: and we agree to take the number of shares shown opposite our respective names.

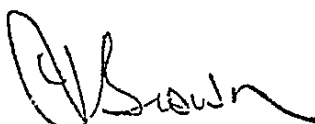
Names and Addresses of Subscribers Number of Shares taken by each Subscriber

JEAN BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



One

GRAHAM BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



One

Total shares taken

Two

Dated 2ND SEP 1987

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



Articles of Association

OF HANDYGRADE LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The Directors of the Company may (subject to regulations 3 and 4(i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.
4. (i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
(ii) In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

5. (i) 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) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
(ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

6. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed—
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.

(v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

7. (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

(ii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.

(iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

8. (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

(ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

10. No person shall be appointed a Director at any General Meeting unless—

(a) he is recommended by the Directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

11. Subject to regulation 10 above, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

12. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

13. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

14. (i) The powers of the Company set out in Clause 3 (p) of the Memorandum of Association may be exercised by the Directors of the Company.

(ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

15. (i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

(ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

SECRETARY

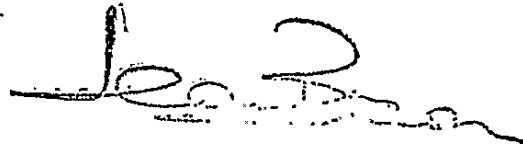
16. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

TRANSFER OF SHARES

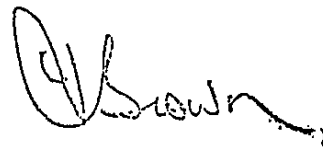
17. The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

Names and Addresses of Subscribers

JEAN BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



GRAHAM BROWN
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



Dated 2ND SEP 1987

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
The Graftons
Stamford New Road
Altrincham
Cheshire WA14 1DQ



G

COMPANIES FORM No. 224

224**Notice of accounting reference date**
(to be delivered within 6 months of
incorporation)Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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2174512

Name of company

* GEORGE HUTCHISON ASSOCIATES LIMITED

* Insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**Important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	0	0	4
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Date, as
appropriate

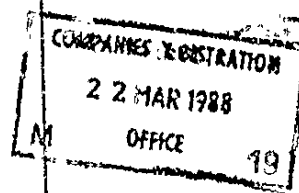
Signed

George Hutchison

[Director][Secretary]† Date 18th March 1988

Presenter's name address and
reference (if any):JOSEPH CROSSLEY & SONS
Chartered Accountants
5, Hawthorn Lane,
Wilmslow, Cheshire, SK9 1AA
Telephone: 0625 527178For official Use
General Section

Post room



Number of Company: 2174512 / 13

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

OF

GEORGE HUTCHISON ASSOCIATES LIMITED

Passed the 7th day of April 1988

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 7th day of April 1988, the
following ORDINARY RESOLUTION was duly passed:-

That:

- (i) The Share Capital of the Company be increased from
£ 100 to £ 10,000 by the creation
of 9,900 new Shares of £1 each ranking in
all respects pari passu with the 100
existing Shares of £1 each in the Capital of the
Company;
- (ii) The Directors are generally and unconditionally
authorised for the purposes of Section 80 of the
Companies Act 1985 to allot relevant securities (as
defined in Section 80 of the said Act) provided that
the aggregate nominal value of such securities
allotted pursuant to this authority shall not exceed
the amount of the authorised share capital at the
date of the passing of this Resolution; and that
this authority shall expire on the fifth anniversary
of the date of the passing of this Resolution unless
varied or revoked or renewed by the Company in
General Meeting. Save that the Directors may
notwithstanding such expiry, allot relevant securities
under this authority in pursuance of an offer or
agreement so to do made by the Company before the
expiry of this authority.

George Hutchinson

CHAIRMAN.

manofcros



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



2174512

Name of company

* insert full name
of company

* **GEORGE HUTCHISON ASSOCIATES** Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 7th April 1988 the nominal capital of the company has been
increased by £ 9,900 beyond the registered capital of £ 100

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

They rank pari-passu with the existing shares

Please tick here if
continued overleaf



‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

George Hutchison

Designation ‡

Director

Date 7th April 1988

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

For official Use
General Section

Post room



MANE/CRO5

London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

Company Registration Agents, Printers and Publishers