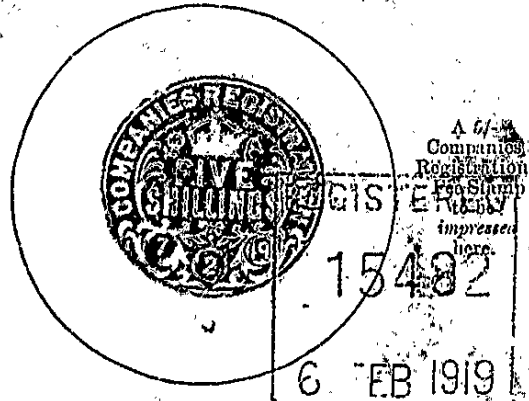


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153099

COMPANIES ACTS, 1908 to 1917.



DECLARATION of Compliance with the requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as

The Unit Construction Company Limited.

PUBLISHED AND SOLD BY

TERLOW & SONS LIMITED,

LAW AND COMPANIES STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

J. W. & L. Longdon,

5, THE OLD CHURCH PLACE, E.C. 4.



I Hugh Summers Munns

of No. 4b, Frederick's Place in the City of London

Solicitor

Do solemnly and sincerely declare that I am ^(a) A Solicitor of the

High Court engaged in the formation

of

The Unit Construction Company

Limited, and That all the requisitions of the Companies (Consolidation) Act, 1908, 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."

1st day of

thousand nine hundred a

before me,

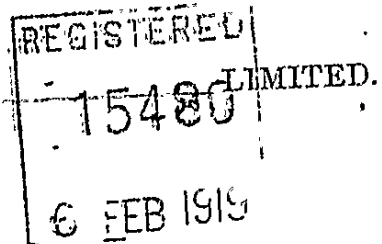
Hugh Summers Munns

Certificate

153019



The Unit Construction Company



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp
1891, as amended by s. 7, Finance Act, 1899. (NOTE.—The Stamp Duty on the
Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Memorandum of Association or other
document, when the Company is registered.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Munro & Grogden

4^B Frederick Place E.C. 2.

The NOMINAL CAPITAL of The Unit Construction

Company _____ Limited,

is £ 100 divided into 100 shares of £ 1 each.

Signature

F H Crittall

Description

Director

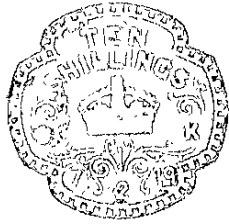
Date 31st day of January 1919

This Statement should be signed by an Officer of the Company.

The Unit Construction Co. Ltd.

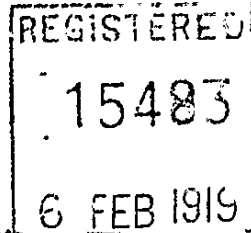
312 E. 11th St.
of Montreal, Quebec.

1530



THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

THE UNIT CONSTRUCTION COMPANY LIMITED.

1. The name of the Company is **THE UNIT CONSTRUCTION COMPANY, LIMITED.**

2. The Registered Office of the Company will be situated in England.

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

(a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site, or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c.) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others.
- (d.) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage, carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country, any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts, and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control and management thereof.
- (e.) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or

dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid which may seem to the Company capable of being turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g.) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purpose of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this subsection.
- (h.) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the company on any terms and for any consideration.
- (i.) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j.) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks, or obligations of any company in the United Kingdom or

elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees.

- (k.) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds, or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employes or ex-employes of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m.) To promote and form any company with a view of its taking over any business or property of, or entering into any partnership, joint adventure, or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n.) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon

or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.

- (o.) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p.) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.
- (q.) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r.) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The Capital of the Company is £100, divided into 100 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary, or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

etc, 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.

Frederick G. G. Rogers
1. G. G. Rogers
Buckley

One.

Isabel

Henry M. Munns
4 1/2 Fredericks Place E.E.
Solicitor

One.

Total Shares taken ... Two

Dated this 5th day of June, 1919.

Witness to the above Signatures--

George B. B. B.

1. Henry M. Munns & Co.
4 1/2 Fredericks Place
Solicitors.



1530



THE COMPANIES ACTS 1908 to 1917,

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE UNIT CONSTRUCTION COMPANY

LIMITED.

REGISTERED

15484

6 FEB 1918

The Regulations of Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to this Company, but the following shall be the Regulations of the Company.

INTERPRETATION.

1. In these presents unless there be something in the subject or context inconsistent therewith:

“Month” means calendar month.

“In writing” means written or printed, or partly written and partly printed.

Words importing the singular number only include the plural number, and *vice versa*.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

2. Any branch or kind of business which by the Memorandum of Association of the Company is either expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Directors at such time or times as they shall think fit, either alone or with any one or more of the other businesses therein mentioned, and any branch or kind of business may be suffered by them to be in abeyance so long as the Directors may deem expedient.

3. The number of Members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such em-

ployment, and have continued after the determination of such employment to be members of the Company) shall be limited to fifty.

SHARES.

4. The Directors shall not out of the funds of the Company purchase or make any loan or advance upon the security of shares of the Company.

5. Subject as aforesaid the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions as to payment by way of deposit or call, or as to the amount or time for payment of calls, and at such price and at such times as they think fit, and may give to any person a right or option upon any terms to take and receive an allotment of shares within any period of time or upon the happening of any event, and may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid, and the time of payment of such calls. Provided that no invitation shall be given or issued to the public to subscribe for any shares or debentures or debenture stock of the Company.

6. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognize any mortgage or charge thereof, or other claim to or interest in such share on the part of any person other than the registered holder, his executors or administrators, and such rights upon transmission as hereinafter mentioned.

7. If two or more persons are registered as joint holders of any share, any one of such persons may, in the absence of written directions given to the Company by the joint holders to the contrary, give the Company an effectual receipt for any dividend, bonus, return of capital, or other money payable in respect of such share, but all the joint registered holders of a share shall be severally as well as jointly liable for all calls or other money payable in respect thereof.

CERTIFICATES.

8. The certificates of title to shares shall be issued under the seal of the Company, and signed by two Directors, and countersigned by the Secretary, or some other person authorised in that behalf by the Directors.

9. Every member shall be entitled to one certificate for the shares registered in his name, or to several certificates each for a part of such

shares, but so that two or more persons entitled jointly to a share shall be entitled only to one certificate in respect of the same. Every certificate of shares shall specify the name or names of the holder or holders, the number of the shares in respect of which it is issued, and the amount paid up thereon.

10. If any certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to the shares represented by such lost or destroyed certificate.

11. Every member shall be entitled to one certificate gratis for shares allotted to or from time to time acquired by him, but for every additional certificate issued to him in respect of the same shares, or any of them, the sum of 2s. 6d., or such smaller sum as the Directors may determine, shall be paid to the Company. The certificate of shares registered in the joint names of two or more persons shall be delivered to the person first named on the Register.

CALLS ON SHARES.

12. The Directors may from time to time, subject to the terms on which shares have been issued, make any Calls upon the members in respect of all monies unpaid on their shares; and each member shall be liable to pay the amount of Calls so made to the persons and at the times and places appointed by the Directors, provided that 21 days' notice at least be given of each Call and that no Call shall exceed one-fourth of the nominal amount of a share or be made payable within two months after the date fixed for the payment of the then last preceding Call. A Call may be made payable by instalments, and the date fixed for payment may be postponed or a Call may be wholly or in part revoked. A Call shall be deemed to have been made at the time when the Resolution of the Directors authorising such Call was passed.

13. Money payable at fixed dates under the terms of the allotment of a share shall be paid upon those dates by the holder or holders thereof, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.

14. If the Call payable in respect of any share or any amount payable on a share under the terms of allotment be not paid before or on the day appointed for payment the person liable to pay the same shall also

be liable to pay interest thereon at any rate fixed by the Directors not exceeding 10 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

15. The Directors may if they think fit receive from any member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the monies so received or so much thereof as from time to time exceeds the amount of the Calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate fixed or varying with the rate of dividends paid as the member paying such sum in advance and the Directors agree upon.

TRANSFER AND TRANSMISSION OF SHARES.

16. The transfer of any share in the Company shall be in writing in any form for the time being in general use for the transfer of shares and shall be signed by the transferor and the transferee, but need not be under seal. There shall be paid to the Company in respect of the registration of every transfer or transmission such fee not exceeding 1s. as the Directors deem fit.

17. The transfer books may be closed during the 14 days next preceding any Ordinary General Meeting, and for the like period before the date fixed for the payment of any interim dividend.

18. On the death of a member not being a joint holder his executors or administrators, and on the death of one of two or more joint holders the survivor or survivors shall alone be recognized by the Company as having any title to the share or interest of the deceased member, but nothing herein contained shall be taken to release the estate of a deceased member from any liability on a share held by him jointly with any other person.

19. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, or in any other way not being by transfer, may, if approved of by the Directors, and subject to such lien, if any, as the Company may have thereon, be registered as a member upon production of the certificate thereof and such evidence of title as may be required by the Company, or may, instead of being registered, execute a transfer of such share.

20. Every instrument of transfer and the certificate of the shares comprised therein shall be lodged with the Company, and the Company

II

shall be furnished with such evidence as the Directors may require to prove the title of the transferor, and thereupon and upon payment of the proper fee the transferee shall, subject to these regulations, be registered as a member, and the certificate and instrument of transfer shall be retained by the Company. Until registration the transferor, if on the register, shall be deemed to remain the holder of the shares transferred. The Directors may waive the production of a certificate upon evidence satisfactory to them of its loss or destruction. If the certificate lodged comprise more shares than the transfer a new certificate for the residue shall be issued to the transferor.

21. The Directors shall refuse to register any transfer or transmission of shares, or enter the name of any person on the register of members which if registered would make the number of members exceed the limit hereinbefore prescribed, and may without assigning any reason, refuse to register any transfer of shares to a person not approved by them, or any transfer of shares upon which the Company may have a lien.

LIEN.

22. The Company shall have a first and paramount lien on all shares and on the interest and dividends declared or payable in respect thereof for all monies due to and liabilities subsisting with the Company from or on the part of the registered holders either alone or jointly with any other person, including calls made, although the times appointed for their payment may not have arrived, and may enforce such lien by sale or forfeiture of all or any of the shares on which the same may attach. Provided that such forfeiture shall not be made except in the case of a debt or liability the amount of which shall have been ascertained, and only so many shares shall be so forfeited as the Auditors of the Company shall certify to be the equivalent at the then market value of such debt or liability.

FORFEITURE OF SHARES.

23. If any member fail to pay any call or money payable under the terms of allotment of a share on the day appointed for payment thereof, the Directors may at any time while the same remains unpaid serve a notice on him requiring him to pay the same together with interest not exceeding the maximum rate and any expenses that may have been occasioned by reason of such non-payment.

24. The notice shall name a further day not being less than seven days from the service of the notice on or before which such call or other money and all interest and such expenses, if any, are to be paid and the place where payment is to be made (the place so named being either the Registered Office of the Company or some other place at which calls of the Company are usually made payable), and shall state that in the event of non-payment at or before the time and at the place appointed, the share in respect of which such payment is due will be liable to be forfeited.

25. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all money due thereon with interest and expenses be forfeited by a resolution of the Directors to that effect.

26. Any share forfeited shall be deemed to be the property of the Company and may be held extinguished, re-allotted, or disposed of in such manner as the Directors think fit, and in case of re-allotment with or without any money paid thereon by the former holder credited as paid thereon. The Directors may by resolution waive a forfeiture.

27. The holder at the time of forfeiture of a share which has been forfeited shall notwithstanding such forfeiture be liable to pay to the Company all calls or other money owing upon such share at the time of the forfeiture.

28. In the case of the sale or re-allotment of a forfeited share or the sale of any share to enforce a lien of the Company a certificate of proprietorship shall be delivered to the purchaser or allottee, and he shall be registered in respect thereof, and thereupon he shall be deemed the holder of such share discharged from all calls or other money due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase money or consideration nor shall his title to such share be affected by any irregularity in the sale or forfeiture.

CAPITAL.

29. The Directors with the sanction of a General Meeting of the Company may from time to time increase the capital of the Company by the issue of new shares. Such new shares shall be of such amount, and shall be issued at such price, and for such consideration, and on such terms and conditions, and with such preference or priority as regards

dividends, or in the distribution of assets or otherwise over or ranking equally with other shares, whether preference, ordinary, or deferred, and whether then already issued or not, or as deferred shares, and with such special rights of or restrictions against voting as the Company in General Meeting may direct, but subject to or in default of any such direction, the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the original ordinary capital of the Company.

30. The Company shall have power to reduce its capital, whether paid-up or uncalled, and whether by cancelling shares not taken or agreed to be taken by any person or otherwise, and upon a reduction of capital to reduce any part of the capital without reducing the residue thereof, and to consolidate, and also to sub-divide its shares, or any of them, into shares of a larger or smaller denomination. The Company may by the resolution sub-dividing a share provide that as between the shares resulting from such sub-division any one or more shares shall have with regard to the other or others any preference or priority with regard to dividends, in distribution of surplus assets, voting or otherwise.

GENERAL MEETINGS.

31. The Statutory Meeting shall be held at such place as the Directors may determine, not less than one month and within three months after the Company is entitled to commence business.

32. Subsequent General Meetings (not being Extraordinary General Meetings) shall be held at such time and place as may be determined by the Directors, provided that a General Meeting shall be held once at least in every calendar year, and not more than fifteen months after the holding of the last preceding meeting.

33. Such subsequent General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever they think fit, and shall on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting of the Company.

34. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.

35. If the Directors of the Company do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

36. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a special resolution; and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting.

37. Any meeting convened under the foregoing clauses by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

38. Seven days' notice of any General Meeting (exclusive of the day on which the notice is served or deemed to be served but counting the day of the Meeting) specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting; but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

39. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary General Meeting, with the exception of sanctioning a dividend recommended by the Board of Directors, re-electing Directors retiring by rotation, or electing a person to fill the vacancy caused by any Director retiring, and electing Auditors, voting the remuneration of Directors and Auditors, and the consideration of the accounts and balance sheet presented by and the report of the Directors.

40. Three members personally present shall be a quorum at a General Meeting for all purposes. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting,

if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to some place and day in the next week to be appointed by the Chairman.

41. At any Meeting adjourned by reason only of the absence of a quorum, two members present and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place.

42. The Chairman of the Board of Directors, or in his absence the Deputy Chairman (if any), shall preside as Chairman at every General Meeting of the Company. If there be no Chairman or Deputy Chairman, or at any meeting neither the Chairman nor the Deputy Chairman be present within fifteen minutes after the time appointed for holding the Meeting and willing to act as Chairman, the Directors present shall choose one of their number to act, or if there be only one Director present he shall be Chairman, if willing to act. If there be no Director present and willing to act, the members present shall choose one of their number to be Chairman.

43. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any meeting adjourned other than the business of the meeting left unfinished when the adjournment took place.

44. At any General Meeting every question shall, subject to the right to demand a poll, be determined on a show of hands, and unless a poll is demanded by the Chairman or by at least two members personally present and entitled to vote, or in the case of a special or an extraordinary resolution when a poll is demanded by three members personally present and entitled to vote, a minute signed as hereafter mentioned or a declaration by the Chairman that a resolution has been passed or lost, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact, and in the case of a resolution requiring any particular majority that it was passed by the required majority without proof of the number or proportion of the votes recorded in favour of or against such resolution.

45. If a poll is demanded it shall be taken either immediately or at the conclusion of any other business, or at or during such other time and at such place as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting as at the date of the meeting. If the taking of the poll be adjourned, the members present in person or by proxy may

then and there record their votes. No poll shall be demanded on the election of a Chairman or on the question of the adjournment of a meeting, and no notice need be given of any poll not taken immediately unless the date fixed for taking the same be 14 days or more after the date of the meeting, in which case notice shall be given in the same way as notice convening a meeting.

46. Minutes shall be made in books provided for the purpose of all resolutions and proceedings of General Meetings, and any such minutes, if signed by any person purporting to be the Chairman of the meeting to which they relate, or by any person present thereat and appointed by the Board of Directors to sign the same in his place, shall be received as conclusive evidence of the facts therein stated.

VOTES OF MEMBERS.

47. Subject to any special terms as to voting upon which any new capital may be issued, or may for the time being be held, every member shall have one vote for every share held by him. In the case of an equality of votes at any General Meeting or poll, the Chairman shall be entitled to a second or casting vote. If any member be a lunatic or idiot he may vote by his committee, *curator bonis*, or other legal curator.

48. If two or more persons be jointly entitled to a share or shares conferring the right to vote, any one of them may vote in respect thereof as if he were sole owner thereof, but in case more than one of several joint holders be present personally the member whose name stands first of those present in the register of members as one of the holders of such share and no other, shall be entitled to vote in respect of the same.

49. No member shall be entitled to vote at any General Meeting or exercise any privilege as a member unless all calls or other money due and payable in respect of any share of which he is the holder have been paid, and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the share in respect of which he claims to vote for at least three months previously to the time of holding the meeting at which he proposes to vote.

50. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of

the appointor, or if the appointor be a corporation, under its common seal, in such form as the Directors may from time to time approve. No person shall be appointed a proxy who is not a member of the Company, and otherwise entitled to vote, except that any corporation holding shares may appoint any one of its members or officers its proxy, or a company being a member may by minute of its Directors authorise any person to act as its representative at any General Meeting, and such representative shall be entitled to exercise the same functions of the company he represents as if he had been an individual shareholder.

51. The instrument appointing a proxy shall be deposited at the registered office of the Company not later than noon on the day before that fixed for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date, except upon a poll demanded at, or at an adjournment of a meeting, when the meeting was originally held within six months of such date.

DIRECTORS.

52. The number of the Directors shall not be less than two nor more than five. Francis Henry Crittall and one Director to be nominated by him shall be the first Directors of the Company. The said Francis Henry Crittall, so long as he continues to hold his share qualification, shall be a permanent Director and entitled to hold office as such, and whilst so acting he shall not be subject to the provisions of these Articles as to disqualification, retirement by rotation, or removal, and they shall be read and construed accordingly.

53. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

54. The qualification of a Director shall be the holding in his own name of at least fifty shares in the Company, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act, 1908.

55. No person other than a retiring Director shall be elected or appointed a Director (except by the Board under the special powers hereinafter contained, or by a meeting to raise the Board to the minimum prescribed number) unless he shall have held his qualification for at least three months next preceding the date of his election, and at least seven days and not more than fourteen days' notice shall have been left at the registered office of the Company of the intention

to propose him, together with a notice in writing by the member to be proposed of his willingness to be elected.

POWERS OF DIRECTORS.

56. The business of the Company shall, subject as hereinafter provided, be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company or of any company formed by or at the instance of the Company, and the issue of the Capital and Debenture or Debenture Stock of the Company or any such other company as aforesaid, and generally may exercise all such powers of the Company as are not by the Companies Acts, 1908 to 1917, or any statutory modification thereof for the time being in force, or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the above-mentioned Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

57. Without restricting the foregoing general powers the Directors may do the following things :—

- (a.) They may from time to time borrow or raise in any manner and upon any terms any sum or sums of money, and for the purpose of securing borrowed money and interest or any other purpose may give or create any mortgage, charge, or lien upon, or may pledge the whole or any part of the property, present or future, of the Company, including its uncalled capital for the time being and the Company's undertaking, and so that any mortgage or charge may be specific or a floating charge only, and may also for any purpose and for any consideration create and issue Bonds, Debentures, perpetual or redeemable Debenture Stock or other obligations, and so that any such obligations or stock and the interest thereon may be secured by any such mortgage, charge or pledges as aforesaid. Provided that every mortgage or other charge, and every Debenture and the Certificates of Debenture Stock, whether charged on any property or not.

shall be under the seal of the Company, and Provided further that no invitation shall be given or issued to the public to subscribe for Debentures or Debenture Stock of the Company.

- (b.) They may from time to time appoint any one or more of their number to be Managing Director or Managing Directors on such terms as to remuneration, and with such powers and authorities, and for such period as they deem fit. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall *ipso facto* and immediately cease to be a Managing Director.
- (c.) They may exercise all the powers of sale mentioned in, or to be implied from, the Memorandum of Association, whether for shares or otherwise, including the power to sell the Company's undertaking for shares or other consideration, and the Company's power of acquiring businesses.
- (d.) They may, if any Director be required to go abroad, act as Trustee for Debenture holders, or otherwise as Trustee for the Company, or render any other extraordinary service, pay any expenses incurred by him, and grant him such special remuneration for the services rendered as they think proper.
- (e.) They may make, draw, accept, and endorse respectively, promissory notes, bills of exchange, cheques, or other negotiable instruments, provided that every promissory note, bill, cheque, or other negotiable instrument drawn, made, or accepted shall be signed by at least one Director and be countersigned by such person as the Directors may by resolution duly recorded appoint for the purpose.
- (f.) They may (subject to the prohibition hereinbefore contained against expending money in the purchase or against lending money upon the security of the Company's shares) invest the funds of the Company not required for immediate

use in such securities as they deem fit, and may from time to time transpose any investment.

- (g.) They may appoint such persons as they think proper (who may be Directors or Members of the Company or not) to act as a Local Board in any place where the Company carries on or proposes to carry on business, and may delegate to any Board so appointed such of their own powers and authorities as they may deem fit, and may regulate the proceedings and determine the remuneration and the term of office of the members of such Local Board.
- (h) They may give to any officer or other person employed by the Company a commission or bonus on the profits of any business or transaction or a share in the general profits of the Company, and such commission, bonus or share of profits shall be treated as part of the working expenses of the Company.
- (i.) They may, in order to execute any instrument or transact any business abroad or for the purpose of complying with any Act or Regulation of any Colony, Foreign State, Municipal or other Local Authority, appoint any person or persons the Attorney or Attornies of the Board or of the Company, with such powers, including power to sub-delegate, as they deem fit.

58. The continuing Directors or Director may act notwithstanding any vacancies in the Board and notwithstanding that the number of the Board may be less than the minimum number prescribed. Provided that if there be at any time less than such minimum number the Directors or Director shall forthwith either appoint such Directors or Director as may be necessary to make up the minimum number, or convene a General Meeting of the Company for the purpose of making such appointment, and so long as there shall be less than such minimum number of Directors any three members of the Company may convene a General Meeting for such purpose. The Directors may also from time to time appoint an additional Director or additional Directors, but so that the number of Directors shall not exceed the maximum number prescribed.

59. The Directors shall provide a seal for the use of the Company, and may exercise the powers of the Companies Seals Act, 1864, which are hereby given to the Company. Any document to which the Seal of the Company shall be affixed shall, unless otherwise determined by

the Directors, be signed by two Directors, and countersigned by the Secretary, or other officer appointed for that purpose by the Board, or in case of a document to be sealed abroad, shall be signed or countersigned by such person or persons as the Directors may determine.

DISQUALIFICATION OF DIRECTORS.

60. The office of Director shall be vacated :

- (a.) If he holds any other office or place of profit under the Company other than herein authorised.
- (b.) If he becomes of unsound mind, or bankrupt, or have a receiving order made against his estate, or make any general composition with or assignment for the benefit of his creditors.
- (c.) If he cease to hold the due qualification, or having been appointed without qualification as a first Director, if he fail to acquire within the period of one month as aforesaid the due qualification.
- (d.) If he send in a written resignation to the Board, and the same be accepted, or not being accepted shall not be withdrawn within seven days.
- (e.) If he is absent from the Board Meetings continuously for six months without the consent of the Board expressed by a duly recorded resolution.

61. No Director shall be disqualified by his office from contracting with the Company, nor shall any contract between a Director or Directors and the Company, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to this Company for any profit realised by such contract or arrangement by reason only of such Director holding his office, or of the fiduciary relation thereby established. Provided that in the case of a Director the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

ROTATION OF DIRECTORS.

62. At the first Ordinary General Meeting held in the year 1920, and at the first Ordinary General Meeting in every subsequent year,

one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

63. The Directors to retire shall be those who have been longest in office, counting, in the case of a Director, who may have been previously re-elected from his last re-election. In case of equality, the Directors to retire, unless they agree among themselves, shall be determined by ballot. A retiring Director shall be eligible for re-election.

64. The Company at the General Meeting at which any Directors shall retire shall, subject to any resolution reducing the number of Directors, fill up the vacated offices by electing a like number of qualified persons. A person vacating office by reason of being disqualified, or by reason of not having acquired his qualification, shall be incapable of being re-appointed Director until he has obtained his qualification.

65. If at any Meeting at which an election of Directors ought to take place, the places of the retiring Directors or some of them are not filled up, then, subject to any resolution reducing the number of Directors, the retiring Directors, or such of them as have not had their places filled up and may be willing to act shall be deemed to have been re-elected.

66. The Company may from time to time, in General Meeting, and within the limits fixed by these Articles, increase or reduce the number of Directors, and upon passing any resolution for an increase may appoint the additional Directors necessary to carry the same into effect, and may also determine in what rotation such increased or reduced number is to go out of office.

67. The Directors may at any time appoint any person as a Director to fill a casual vacancy. Provided that any person so appointed to fill a casual vacancy shall hold office only until the next Ordinary Meeting, when he shall be eligible for re-election.

68. The Company in General Meeting may, by a special resolution, remove any Director before the expiration of his period of office, and may, by an ordinary resolution, appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be re-eligible. The Company in

General Meeting may also, at any time, as special business, appoint any qualified person a Director to fill a casual vacancy not filled by the Board or where such appointment becomes necessary in order to raise the Board to the minimum prescribed number.

PROCEEDINGS OF DIRECTORS.

69. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise fixed the quorum shall be two Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Director in the Chair shall have a second or casting vote. The Chairman or any two Directors may at any time summon a meeting of the Directors.

70. The Directors may elect a Chairman, and if they think fit, also a Deputy Chairman of their meetings, and determine the period for which they respectively are to hold office, but if no such Chairman or Deputy Chairman be elected, or if at any meeting neither be present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

71. The Directors may delegate any of their powers other than the powers to borrow and make calls to Committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

72. A committee of two or more may elect a Chairman of their meetings. If no such Chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be Chairman of such meeting.

73. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman (if any) shall have a second or casting vote.

74. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as

if every such person had been duly appointed and was qualified to be a Director.

75. Minutes shall be made in books provided for the purpose of all resolutions and proceedings of the Directors or of committees of the Directors.

DIVIDENDS.

76. The Directors may with the sanction of the Company in General Meeting, declare a dividend to be paid to the members in proportion to the amounts paid up on their shares, having regard to any existing preference or priority for the time being.

77. The Directors may before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as they think proper as a Reserve Fund to meet contingencies, or for equalising dividends, or for repairing or maintaining the property of the Company or any part thereof, or for any other purpose of the Company as the Directors shall in their absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit, and employ the reserve fund or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

78. When the profits of the Company permit, interim dividends may be declared and paid on account of the dividend for the then current year.

79. The Directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise. Every dividend and instalment of interest shall belong and be paid (subject to the Company's lien) to those members who shall be on the register at the date of the meeting at which such dividend shall be declared, or at the date on which such interest shall be payable respectively notwithstanding any subsequent transfer or transmission of shares. Every interim dividend shall be paid subject as aforesaid to the members on the register at the date on which it is made payable.

80. Notice of any dividend that may have been declared and of every interim dividend shall be given to each member in manner hereinafter mentioned. No dividend shall bear interest as against the Company.

ACCOUNTS.

81. The Directors shall cause true accounts to be kept in books for the purpose of the assets and liabilities, receipts and expenditure of the Company. The books of account shall be kept at the Registered Office of the Company. Except by the authority of the Directors or a General Meeting, no member shall be entitled as such to inspect any books or papers of the Company other than the Register of Members and of Mortgages.

82. The Directors shall lay before the Company at the Ordinary General Meeting in every year a balance sheet signed by two Directors, or if there be only one Director then by the Director, showing the assets and liabilities of the Company made up to a date not more than three months before such meeting, accompanied by a report from the Directors on the position and transactions of the Company and the Auditors' report on the said balance sheet. The preliminary expenditure (if any) incurred in getting up and registering the Company may be treated as capital expenditure and spread over a series of years, or otherwise treated as the Directors may determine. The Auditors' report shall be read before the Company in General Meeting as required by Section 113 of the Companies (Consolidation) Act, 1908.

AUDIT.

83. Once at the least in every year, that is to say, preparatory to the Ordinary General Meeting, the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained, by one or more Auditor or Auditors, and the provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, in regard to audit and Auditors shall be observed.

84. The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting.

85. If an appointment of Auditors is not made at an Annual General Meeting, the Board of Trade may, on the application of any member of the Company, appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

86. A Director or officer of the Company shall not be capable of being appointed Auditor of the Company.

87. The first Auditors of the Company may be appointed by the Directors before the statutory meeting, and if so appointed shall hold office until the first Ordinary General Meeting, unless previously removed by a resolution of the shareholders in General Meeting, in which case the shareholders at such meeting may appoint auditors.

88. The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act.

89. The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed before the statutory meeting, or to fill up any casual vacancy, may be fixed by the Directors.

NOTICES.

90. A notice may be served by the Company upon any member either personally or by posting it in a prepaid letter, addressed to such member at his registered address in the United Kingdom.

91. In the event of a meeting being convened to consider a resolution requiring confirmation as a special resolution, the notice of the meeting to confirm the same may be served with or at any time after the notice convening the first meeting.

92. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members; and notice so given shall be sufficient notice to all the holders of such share.

93. Any member residing out of the United Kingdom may name an address within the United Kingdom at which all notices shall be served upon him; and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices. Any notice, if served by post, shall be deemed to have been served on the day on which it was posted; and in proving such service it shall be sufficient to prove that the notice was properly addressed and put into the post office. Any notice to be served by advertisement shall be deemed to have been served before noon on the day of the publication of the paper in which it appears.

94. Every executor, administrator, committee or trustee in bankruptcy or liquidation of a member shall be absolutely bound by

every notice so given as aforesaid if sent to the last registered address of such member (if any) notwithstanding that the Company may have notice of his death, lunacy, bankruptcy, or disability.

WINDING-UP.

95. The Liquidator, on any winding-up of the Company (whether voluntary or compulsory) may, with the sanction of an extraordinary resolution, divide among the contributories, in specie, the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and for such purpose set such value as he deems fair upon any one or more class or classes of property, and may determine how such distribution shall be carried out as between members or classes of members.

INDEMNITY.

96. Each Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.

97. No Director or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects shall be deposited, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto, unless the same shall happen through his own wilful default.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Frederick Garwood Rogers.
1 Bourne Road
Bocking.
Essex.

Secretary -

Thos Munro
4th Frederick's Place EC
Solicitor.

Dated the 5th day of February 1919.

Witness to the above Signatures -

George Burl,
Clerk to

Messrs Mann & Fugden
4th Frederick's Place E.C.
Solicitors

DUPLICATE FOR THE FILE.

No. 153019



Certificate of Incorporation

I Hereby Certify,
Unit Construction Company, Ltd

is this day Incorporated under the Companies Acts, 1908 to 1917, and that it
is Limited.

Given under my hand at London this Sixth day of Feb
One Thousand Nine Hundred and Nineteen.

Fees and Deed Stamps £3-10/-

Stamp Duty on Capital £5/-

A. E. Jones
Registrar of Joint Stock

Certificate received by James Howes

for Messrs Hongden

4th Frederick Place

Date 10th February 1919

153000
TRADING WITH THE ENEMY AMENDMENT ACT, 1914.

(5 Geo. 5. Ch. 12.)

5
REGISTERED

1548

6 FEB 1915

DECLARATION made pursuant to S. 9 (1) (a) of the said Act

Name of Company

The Unit Construction Company

Ltd.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

James & Longdon,

44, Fredericks Place, E.C. 4.

of No. 4b, Fredericks Place in the City of London

do solemnly and sincerely declare that I am a Solicitor
Court engaged in the formation of

The Unit Construction Company

Limited, and That the Company is not formed for the purpose or
the intention of acquiring the whole or any part of the undertaking of
a Person, Firm or Company, the books and documents of which are
liable to inspection under Sub-section (2) of Section two of the Trading
with the Enemy Act, 1914. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act, 1935.

Declared at 4b, Fredericks Place

in the City of London

the 31st day of January
one thousand nine hundred and nineteen

Before me,

F. D. [Signature]

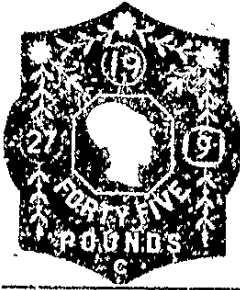
Hughes Munro

The Unit Construction Co

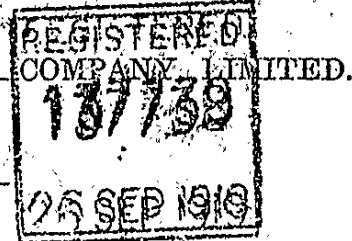
DECLARATION
under Trading with the Enemy
Amendment Act 1914.

Lunnis L. Bengden,
46, Fredericks Place,
N.J.C.

DAMAGED DOCUMENT



Unit Construction



STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55
 Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance
 Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five
 Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 44
 of the Companies (Consolidation) Act, 1908. If not so filed within 15 days after the
 passing of the Resolution by which the Registered Capital is increased, Interest on the
 Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also
 payable (s. 5, Revenue Act, 1903.)

Presented for Registration by

Ernestage Chapple & Co

6 Great St Helens

E.C.

The NOMINAL CAPITAL of the _____

Unit Construction Company, Limited,

has by a Resolution of the Company dated 18th September 1919

been increased by the addition thereto of the sum of £ 19,900, divided into

19,900 shares of £ 1 each beyond the Registered Capital of

One hundred pounds

Signature Amilage Chapple & Co.

Description Solicitors to the
Company

Date 26 September 1919

This statement must be signed by the Manager or by the Secretary of the Company.

1/10.

THE COMPANIES ACTS, 1908 to 1917.

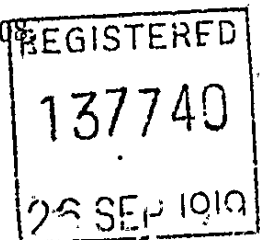


Notice of Increase in the Nominal Capital

Unit Construction Company

Limited.

Pursuant to Section 44 of the Companies (Consolidation) Act, 1908



Notice must be sent to the Registrar within 15 days from the date of the passing, or in the case of a Special Resolution, of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to the Stamp Act, 1891, as amended by S. 7 of the Finance Act, 1899. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Entered for filing by

Hermitage Leppelle & Co

6 Great St Helens

22 3

NOTICE

the nominal Capital of Unit Construction
Company Limited.

THE REGISTRAR OF JOINT STOCK COMPANIES.

Unit Construction Company

Limited, hereby give you notice, in accordance

The Companies (Consolidation) Act, 1908, that by a
of the Directors
Resolution of the Company passed the 18th day of

September, 1919, ^{with the sanction of a Resolution of} and confirmed the Company ~~to be in~~
an annual meeting held on the 17th
of September, 1919, the nominal Capital of the Company has been

increased by the addition thereto of the sum of Nineteen thousand

one hundred pounds divided into nineteen thousand

one hundred Shares of One pound each,

and the present Registered Capital of One hundred

one hundred pounds.

Wilfrid Foulis

Secretary

the 25th

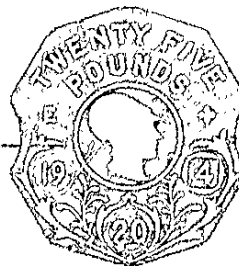
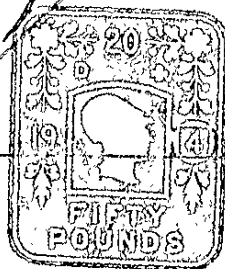
September 1919

If the Resolution is not required to be confirmed, the words "and confirmed the ___ day of ___, 1___,"
should be struck out.

* This notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

No. of Certificate

153009



mit Construction

COMPANY. LIMITED.

STATEMENT of Increase of Nominal Capital, pursuant to s. 112 of 54 & 55
ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 & 63 Vict. ch. 9 (Finance
1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five
pence for every £100 or fraction of £100.)

RECEIVED
10/178

10/178

This Statement is to be filed with the Notice of Increase registered under
section 14 of the Companies (Consolidation) Act, 1908. If not so filed within 15 days after
passing of the Resolution by which the Registered Capital is increased, Interest on the
sum so increased at the rate of 5 per cent. per annum from the passing of the Resolution is also
payable (s. 5, Revenue Act, 1903).

presented for Registration by

Amintor Frank
James H. Stiles

NOTE.—This margin is reserved for Binding, and must not be written across.

The NOMINAL CAPITAL of the Unit Construction

Company, Limited.

has by a Resolution of the Company dated Board dated the 15 April 1920
with the sanction of a Resolution of the Company dated
the 8th April 1920
been increased by the addition thereto of the sum of £ 30000, divided into

30000 Shares of £ 1 each beyond the Registered Capital of

£20000

Signature

Amilay Gumpel

Description

Director to the Company

Date

16 April 1920

This Statement must be signed by the Manager or by the Secretary of the Company.

THE COMPANIES (CONSOLIDATION) ACT, 1908.

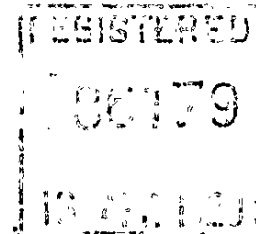


Notice of Increase in the Nominal Capital

the Unit Construction

Company Ltd

Pursuant to Section 44.



This Notice should be signed by the Manager or by the Secretary of the Company, on page 3

Presented for Filing by

*Amilap Chapple &
H. Cole & Co. Secy*
EL3

PUBLISHED AND SOLD BY
WATERLOW BROS. & LAYTON, LIMITED,

Company Printers and Registration Agents,
WATERLOW HOUSE, BIRCHIN LANE, LONDON, E.C.3.

The Unit Construction Company, Limited.

Special Resolution.



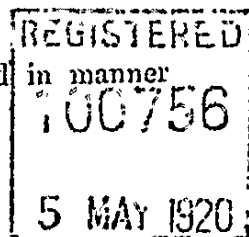
Passed 8th April, 1920.

Confirmed 23rd April, 1920.

AT EXTRAORDINARY GENERAL MEETINGS of the Members of the above-named Company, duly convened and held at ADELPHI TERRACE HOUSE, ADELPHI TERRACE, STRAND, LONDON, W.C., on the 8th APRIL, 1920, and the 23rd APRIL, 1920, the following SPECIAL RESOLUTION was respectively duly passed and confirmed, viz. :—

That the Articles of Association of the Company be altered in manner following :—

(a) By inserting immediately after Article 38 the following Articles :—

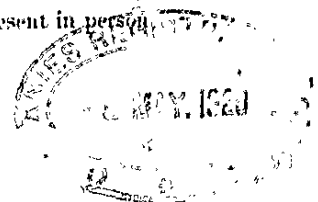


MEETINGS OF CLASSES OF MEMBERS.

38A. The holders of any class of Shares may at any time and from time to time and whether before or during liquidation by an Extraordinary Resolution passed at a Meeting of such holders consent on behalf of all the holders of Shares of the class to the issue or creation of any Shares ranking equally therewith or having any priority thereto to the abandonment of any preference or priority or of any accrued dividend or the reduction for any time or permanently of the dividends payable thereon or to the amalgamation into one class of the Shares of any two or more classes or to the sub-division of Shares of one class into Shares of different classes or any alterations varying or taking away any rights or privileges attached to Shares of the class or to any scheme for the reduction of the Company's capital affecting the class of shares or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation or to any contract for the sale of the whole or any part of the Company's property or business determining the way in which as between the several classes of Shareholders the purchase consideration shall be distributed, and generally consent to any alteration, contract, compromise or arrangement which the persons voting thereon could if *sui juris* and holding all the Shares of the class consent to or enter into and such resolution shall be binding upon all the holders of Shares of the class.

38B. Any Meeting of the holders of any class of Shares shall be convened and conducted in all respects as nearly as possible in the same way as an Extraordinary General Meeting of the Company, provided that no Member, not being a Director, shall be entitled to notice thereof or to attend thereat unless he be a holder of Shares of the class and that no vote shall be given except in respect of a Share of that class and that the quorum at any such Meeting shall be a Member or Members holding or representing by proxy one-tenth of the issued Shares of that class and that at any such Meeting a poll may be demanded in writing by any Member present in person or by proxy and entitled to vote at the Meeting.

1/2p 1/2p 1/2p



(u) By inserting immediately after Article 80 of the following Article :—

CAPITALIZATION.

80A. (1.) The Company in General Meeting may at any time pass a Resolution declaring that any profits of the Company which are not required for the time being for payment of any dividend upon any Preference Shares of the Company or other Shares for the time being issued upon special conditions and whether such profits are standing to the credit of a reserve fund or otherwise (including in such profits if deemed expedient profits arising from the appreciation in value of capital assets of the Company whether realised on a sale or shown by a revaluation of capital assets) shall be capitalised in manner shown by this Article.

(11.) Upon a date to be fixed by such Resolution the amount so to be capitalised shall become and be appropriated so as to belong to the Members of the Company holding Ordinary Shares on that date in the proportions in which they would have been entitled to participate in the profits so intended to be capitalised (hereinafter referred to as the "capitalised profits") if the same had been distributed without having been capitalised and shall be applied as a payment by and on behalf of the holders of the Ordinary Shares so becoming entitled respectively for and on account of such a number of Ordinary Shares in the Company as shall be equal in nominal amount to the share of capitalised profits so belonging and appropriated to them respectively to the intent that such Shares shall be fully paid up by means of such capitalised profits and the said Shares when so fully paid shall be distributed by the Directors among the holders of the issued Ordinary Shares of the Company on such date as aforesaid by and on whose behalf the same shall have been so paid up in proportion to the amount of the capitalised profits so appropriated to them respectively as aforesaid and in other respects as the Resolution capitalising such profits shall direct and shall be accepted by such Members accordingly.

(111.) If the said appropriation shall result in any Members becoming entitled to fractions of a Share the Directors may make such provision and regulations for the issue of fractional certificates or for the sale of fractions of a Share or for the issue of a complete Share or Shares in exchange for sufficient fractions to constitute in the aggregate one or more complete Shares as they shall think fit or may provide that in lieu of becoming entitled to a fraction of a Share any Member or Members shall reserve or make such arrangement for such fraction.

(iv.) The Directors may by Resolution cause to be done by any person or persons on behalf of the Ordinary Shareholders entitled to receive the Shares so to be issued as aforesaid with the charge of the payment of the amount of the Shares by the allocation of the capitalised profits in manner as aforesaid and any person so appointed may as agent or and on behalf of the said Ordinary Shareholders make such contract and such contract when so made shall be binding on every one of such Shareholders and shall be filed with the Registrar of Companies as provided by Section 88 of the Companies (Consolidation) Act, 1908.

(c) By substituting the word "ten" for the word "five" in the first sentence of Article 52.

(d) By deleting Sub-clause (A) of Article 60.

(E) By deleting Articles 82 and 83.

W. J. Foulkes
Secretary

6 SEP 1920



A N A G R E E M E N T made the 26th
day of July One thousand nine hundred and
twenty B E T W E E N THE UNIT CONSTRUCTION COMPANY
LIMITED (hereinafter called the Company) of the first
part FRANCIS HENRY CRITTALL of 246 High Holborn in the
County of London of the second part and WALTER FRANCIS
CRITTALL of Alcotas Eocking Braintree in the County of
Essex of the third part.

W H E R E B Y IT IS AGREED as follows:--

1. EACH of them the said Francis Henry Crittall and
the said Walter Francis Crittall shall enter into a
covenant with the Company that he will not directly
or indirectly either alone or jointly with any other
person firm or Company engage in England in the trade
or business of building house property for a period
of five years from the twenty first day of August One
thousand nine hundred and nineteen save so far as he
may as a member of the Company be interested or as an
officer servant or agent of the Company be employed
in the business of the Company.

2. AS consideration for the said covenants the
Company shall allot seven hundred ordinary shares in
the capital of the Company of One pound each credited
as fully paid up and numbered 8601 to 9300
inclusive to the said Francis Henry Crittall and
seven hundred Ordinary shares in the capital of the
Company of One pound each credited as fully paid up

Francis Henry Crittall
Walter Francis Crittall
5/3



and numbered 9301 to 10000 inclusive to the
said Walter Francis Crittall.

IN WITNESS whereof the Company have caused this
agreement to be signed on their behalf and the said
Francis Henry Crittall and Walter Francis Crittall
have hereunto set their hands.

FOR AND ON BEHALF OF THE UNIT
CONSTRUCTION COMPANY LIMITED.

W. F. Crittall

WITNESS to the signature of)
Francis Henry Crittall)

F. H. Crittall

W. F. Crittall
Company Secretary
1, Courthouse
Bocking Essex

WITNESS to the signature of)
Walter Francis Crittall)

W. F. Crittall

W. F. Crittall
Engineer
1, Courthouse
Bocking Essex.

DATED

1920.

THE UNIT CONSTRUCTION CO. LTD.

and

F.H. CRITTALL Esq. & Another.

C O N T R A C T.



THE UNIT CONSTRUCTION COMPANY,
LIMITED.

Special Resolution.

Passed 1st December, 1924.

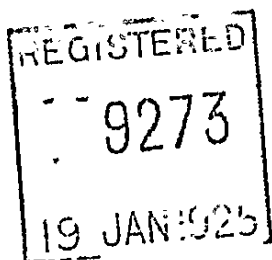
Confirmed 17th December, 1924.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at No. 9, Cloak Lane, Cannon Street, in the City of London, on the 1st day of December, 1924, the subjoined Special Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 17th day of December, 1924, the subjoined Special Resolution was duly confirmed, viz:—

RESOLUTION.

That the following words in Article 57 (c) be deleted:—

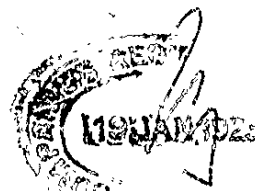
"At least one Director and be countersigned by such person as the Directors may by Resolution duly recorded appoint for the purpose," and the following words be substituted therefor—"any one or more persons (whether Directors of the Company or not) as the Directors may by Resolution duly recorded appoint for the purpose, and that every promissory note, bill, cheque, or other negotiable instrument requiring endorsement shall be endorsed by such person (whether a Director of the Company or not) as the Directors may by Resolution duly recorded appoint for the purpose."



George W. South

Chairman.

*Filed by: J. Edwards.
9 Cloak Lane
E.C. 4.*



54. 11

THE UNIT CONSTRUCTION COMPANY, LIMITED.



Special Resolution.

Passed 15th December, 1924.

Confirmed 30th December, 1924.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at No. 9, Cloak Lane, Cannon Street, in the City of London, on the 15th day of December, 1924, the subjoined Special Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 30th day of December, 1924, the subjoined Special Resolution was duly confirmed, viz. :—

RESOLUTION.

" That the new Articles already approved by this meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved, and that such regulations be and they are hereby adopted as the Articles of the Company to the exclusion of and in substitution for all the existing Articles thereof."

George M. Smith

Chairman.

Filed by J. Edwards.
9. Cloak Lane.
12.12.24

12.12.24

NOTE—By special resolution of the Company passed the 15th day of December, 1924 and confirmed on the 30th day of December, 1924, the following Articles of Association were adopted as the Articles of the Company to the exclusion of and in substitution for all the then existing Articles thereof.

The Companies Acts, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

THE UNIT CONSTRUCTION COMPANY,
LIMITED.

TABLE A EXCLUDED.

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.		MEANINGS.
The Statutes	....	The Companies Acts 1908 to 1917, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles	....	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	....	The Directors for the time being of the Company.
The Office	....	The registered office for the time being of the Company.
The Seal	....	The Common Seal of the Company.
Month	....	Calendar Month.
Year	....	Year from the 1st January to the 31st December inclusive.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

I hereby certify that the Articles within are a true copy of the Articles approved by Special Resolution on the 30th December, 1924.

George M Booth

CHAIRMAN.

Subject as aforesaid, any words or expressions defined in the statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

3. The shares shall be under the control of the Directors who may allot and issue the same (subject always to Article 4 hereof) to such persons on such terms and conditions and at such times as the Directors think fit.

4. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

5. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: provided that such commission shall not exceed 50 per cent. of the nominal amount of such shares or an amount equivalent to such percentage; and the requirements of Sections 89 and 90 of the Companies (Consolidation) Act, 1908, shall be observed.

6. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by statute required or pursuant to any order of Court.

CERTIFICATES.

8. Every member shall be entitled, without payment, to receive within two months after allotment or registration of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon; provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to

any one of them shall be sufficient delivery to all. Every certificate shall be signed by two of the Directors and countersigned by the Secretary or some other person appointed by the Directors for the purpose.

9. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

LIEN.

10. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

11. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

12. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

13. Upon any such sale as aforesaid the Directors may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

15. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call, so made upon him to the persons, by the instalments (if any), and at the times and places appointed by the Directors.

16. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

17. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

18. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

19. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

20. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

21. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

TRANSFER OF SHARES.

22. No transfer of any share in the capital of the Company to a person not already a member of the Company shall be made or

registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 4 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien.

23. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

24. The Company shall provide a book to be called the "Register of Transfers" which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

TRANSMISSION OF SHARES.

25. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

26. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, with the consent of the Directors, be registered himself as holder of the share, or subject to the provisions as to transfers herein contained, transfer the same to some other person.

27. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share.

FORFEITURE OF SHARES.

28. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the

payment thereof, the Directors may at any time thereafter, and at any such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

29. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

30. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

31. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

32. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

33. Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit.

34. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to

the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

35. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the statutes given or imposed in the case of past members.

36. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and such person shall be registered as the holder of the share, and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CAPITAL.

37. The Capital of the Company is £50,000 divided into 30,000 Ordinary Shares of £1 each and 20,000 Preference Shares of £1 each.

38. The following rights, privileges and conditions are attached to the said Preference Shares, namely :

- (i) That the holders of the said 20,000 Preference Shares shall be entitled, before any dividend is paid on any of the Ordinary Shares, to a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the amount from time to time paid up thereon as from the date of such payment up, but shall not be entitled to any further participation in profits.
- (ii) That in the event of the Company being wound up, the holders of the said Preference Shares shall be entitled to have the surplus assets of the Company applied in the first place in repaying to them the amount paid up on the said Preference Shares held by them respectively, together with a sum equivalent to any arrears of

dividend, whether declared or undeclared, down to the commencement of the winding up, but shall not be entitled to any further participation in such surplus assets.

- (iii) That in the event of the Capital of the Company being at any time hereafter reduced by the cancellation of any Capital, no part of the Capital paid up on the said Preference Shares shall be affected by such reduction until the whole of the Capital paid up on the Ordinary Shares shall have first been cancelled.
- (iv) No new Share entitled to rank *pari passu* with or to any preference over the said Preference Shares shall be issued by the Company without the sanction of an Extraordinary Resolution of the holders of such Preference Shares.
- (v) The holders of Preference Shares shall not be entitled in respect thereof to attend or vote at the General Meetings of the Company, unless and until the Preference dividend, or any part thereof, shall be for a period of six months in arrear, in which case they shall, until payment of the full Preference dividend be resumed, be entitled to attend and vote in respect of the Preference Shares in the same way as the holders of the Ordinary Shares.
- (vi) That the said Preference Shares be issued at such time or times, price or prices, and on such terms and conditions as the Board shall think fit.

ALTERATIONS OF CAPITAL.

39. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person :

and by Special Resolution—

- (c) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub division of its existing shares or any of them, subject nevertheless to the provisions of the statutes, and so that as between the resulting shares one or more of such shares, may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others, or any other of such shares, or

- (v) To reduce its capital in any manner authorised and subject to any conditions prescribed by the statutes.

INCREASE OF CAPITAL.

40. The Directors with the sanction of a General Meeting of the Company may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such rights or deferred rights or to be subject to such conditions or restrictions in regard to dividend, return of capital, voting or otherwise as the Company by the resolution authorising such increase directs.

41. Unless otherwise determined by the Directors or by the resolution authorising an increase of capital, 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 specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, 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, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

42. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

43. The holders of any class of Shares may at any time and from time to time, and whether before or during liquidation by an extraordinary resolution passed at a Meeting of such holders, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith or having any priority thereto, to the abandonment of any preference or priority or of any

accrued dividend or the reduction for any time or permanently of the dividends payable thereon, or to the amalgamation into one class of the shares of any two or more classes to the sub-division of shares of one class into shares of different classes, or any alterations varying or taking away any rights or privileges attached to shares of the class, or to any scheme for the reduction of the Company's capital affecting the class of shares, or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole or any part of the Company's property or business, determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration, contract, compromise, or arrangement which the persons voting thereon could if *sui juris* and holding all the shares of the class consent or enter into, and such resolution shall be binding upon all the holders of shares of the class.

44. Any meeting of the holders of any class of shares shall be convened and conducted in all respects as nearly as possible in the same way as an Extraordinary General Meeting of the Company, provided that no member, not being a director, shall be entitled to notice thereof or to attend thereat unless he be a holder of shares of the class, and that no vote shall be given except in respect of a share of that class, and that the quorum at any such meeting shall be a member or members holding or representing by proxy one-tenth of the issued shares of that class, and that at any such meeting a poll may be demanded in writing by any member present in person or by proxy and entitled to vote at the meeting.

GENERAL MEETINGS.

45. General Meetings shall be held once in every year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two Annual General Meetings.

46. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.

47. The Directors may call an Extraordinary Meeting whenever they think fit.

48. The Directors shall call an Extraordinary Meeting whenever a requisition in writing, signed by members of the Company holding in the aggregate not less than one-tenth in amount of the issued capital of the Company, shall be presented to the Directors, and such all calls or other sums then due to the Company shall have been paid, and the objects of the meeting, shall be stated in writing to the office. Such a requisition may consist of so many separate requisitions in like form, each signed by one or more requisitioners.

49. If the Directors do not proceed to convene a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

50. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution and, if thought fit, of confirming it as a Special Resolution, and if the Directors do not convene such further meeting within seven days from the date of the passing of the first resolution the requisitionists, or a majority of them in value, may themselves convene the meeting. All meetings convened by requisitionists under this or the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

51. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive notices from the Company. Provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any such member shall not invalidate any resolution passed or proceeding had at any such meeting, and, with the consent of all the members for the time being entitled to receive notices of meetings, a meeting may be convened upon a shorter notice and in such manner as such members may agree. Proper minutes shall be kept of all General Meetings.

52. Where it is resolved, the two meetings may be convened by notice and it is to be no objection to such notice if it convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS.

53. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the ordinary reports of the Directors and Auditors, and the fixing of the remuneration of the Auditors.

54. Any member entitled to be present and vote at a meeting may submit any resolution to any General Meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution, and stating his intention to

submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than fourteen intervening days.

55. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting, notice that a resolution will be proposed.

Quorum.

56. Business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For a quorum the quorum shall be three members personally present.

57. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half a hour from the time appointed for holding the meeting, the members present shall be a quorum.

58. The Chairman of any of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any such meeting he shall not be present within fifteen minutes after the time appointed for holding the same, the members present shall elect one of their number to be Chairman of the meeting.

59. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Poll.

60. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two members, or by the holder or holders in person or by proxy of at least one-twentieth part of the issued ordinary share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority,

or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

62. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

63. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

64. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

65. Subject and without prejudice to any special privileges or restrictions for the time being affecting any special class of shares for the time being forming part of the capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every ordinary share of which he is the holder.

66. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

67. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

68. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

69. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. No person shall act as a proxy, except for a corporation, who is not entitled to be present and vote in his own right.

70. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.

71. The instrument appointing a proxy shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

72. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

“THE UNIT CONSTRUCTION COMPANY, LIMITED. I,
 “
 “of a member
 “of THE UNIT CONSTRUCTION COMPANY, LIMITED, and
 “entitled to votes, hereby appoint
 “
 “of another member
 “of the Company, and failing him
 “ of
 “ another member of the
 “Company, to vote for me and on my behalf at the
 “ [Statutory, Ordinary, Extraordinary or Adjourned, as
 “the case may be] General Meeting of the Company
 “to be held on the day of
 “and at every adjournment thereof.
 “As witness my hand this day of 19 .”

DIRECTORS.

Number of
Directors.

73. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than ten.

74. The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. Any Director so appointed shall retire from office at the next General Meeting, but shall be eligible for re-election.

Qualification.

75. The qualification of a Director shall be the holding in his own name alone, and not jointly with any other person, of 50 ordinary shares, and this qualification shall be acquired within two months after appointment.

76. The remuneration of the Directors (other than the Managing Director, if any) shall be such sum (if any) as shall be voted to them

by the Company in General Meeting, and such remuneration shall be divided amongst the Directors (other than as aforesaid) as they shall determine, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

77. Subject as herein otherwise provided or to the terms of any subsisting agreement the office of a Director shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he be found lunatic or become of unsound mind.
- (C) If he ceases to be a Director under the provisions of the statutes as to the acquiring and holding by Directors of their qualification shares.
- (D) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated his office.
- (E) If by notice in writing given to the Company he resigns his office.

MANAGING DIRECTORS.

78. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

79. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director he shall *ipso facto* and immediately cease to be a Managing Director.

POWERS AND DUTIES OF DIRECTORS.

80. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company, and

do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

81. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than two it shall be lawful for the continuing Director to act as Director for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

82. The Directors shall duly comply with the provisions of the statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual list of members and summary, together with the certificates required by Section 1, Sub-section (3), of the Companies Act, 1900, in relation to increase of capital, returns of allotments, and such other documents and particulars connected with the above.

83. No Director shall be disqualified by his office from contracting with the Company, nor shall any contract between a Director or Directors and the Company, or any contract or arrangement entered into by or on behalf of the Company with any Company or partnership of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to this Company for any profit realised by such contract or arrangement by reason of such Director holding his office, or of the fiduciary relation thereby established. Provided that in the case of a Director the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

84. All promissory notes, bills of exchange, cheques or other negotiable instruments drawn on behalf of the Company shall be signed by any one or more persons (whether such persons are Directors of the Company or not) as the Directors may from time to time by resolution duly recorded appoint.

ROTATION OF DIRECTORS.

85. Subject to the provisions of these Articles, one third of the ordinary Directors for the time being (if any), or if their number is not a multiple of three then the number nearest to but not less than one-third, shall retire from office at the Ordinary General Meeting in 1925 and in every subsequent year.

86. The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.

87. Subject as hereinafter provided, the Company shall, at the meeting at which any Director shall retire in manner aforesaid, fill up the vacated office by electing a person thereto.

88. No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director of any General Meeting, unless, not less than the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than seven nor more than fourteen intervening days.

89. Subject as herein provided, if at any meeting at which an election of Directors ought to take place the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

90. The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid.

91. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

92. The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

93. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman (if any) shall have a second or casting vote.

94. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

95. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall proceed without a Chairman.

96. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

97. A committee may elect a Chairman of its meetings. If no such Chairman be elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

98. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

99. All acts *bona fide* done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

100. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

101. A resolution in writing signed by the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

THE SEAL.

102. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors and of the Secretary, and such Directors and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DIVIDENDS AND RESERVE FUND.

103. Subject to rights of the holders of the said preference shares and to any preferential or other special rights for the time being attached to any other special class of shares, the profits of the Company which it shall be determined from time to time to distribute by way of dividend shall be applied in payment of dividends upon the ordinary shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively.

104. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company, provided that the Directors may, if they think fit, from time to time pay to the members such interim dividends as appear to them to be justified by the position of the Company. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

105. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining any works connected with the business of the Company, or shall with the sanction of the Company in General Meeting be, as

to the whole or in part, applicable for equalising dividends, or for distribution by way of bonus among members of the Company for the time being, on such terms and in such manner as the Company in General Meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company.

106. Every dividend warrant may be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

CAPITALISATION OF PROFITS.

107. (i) The Company in General Meeting may at any time pass a Resolution declaring that any profits of the Company which are not required for the time being for payment of any dividend upon any Preference Shares of the Company or other shares for the time being issued upon special conditions and whether such profits are standing to the credit of a reserve fund or otherwise (including in such profits if deemed expedient profits arising from the appreciation in value of capital assets of the Company whether realised on a sale or shown by a revaluation of capital assets) shall be capitalised in manner shown by this Article.

(ii) Upon a date to be fixed by such Resolution the amount so to be capitalised shall become and be appropriated so as to belong to the members of the Company holding Ordinary Shares on that date in the proportions in which they would have been entitled to participate in the profits so intended to be capitalised (hereinafter referred to as the "capitalised profits") if the same had been distributed without having been capitalised and shall be applied as a payment by and on behalf of the holders of the Ordinary shares so becoming entitled respectively for and on account of such a number of Ordinary Shares in the Company as shall be equal in nominal amount to the share of the capitalised profits so belonging and appropriated to them respectively to the intent that such shares shall be fully paid up by means of such capitalised profits and the said shares when so fully paid shall be distributed by the Directors among the holders of the issued Ordinary Shares of the Company on such date as aforesaid by and on whose behalf the same shall have been so paid up in proportion to

the amount of the capitalised profits so appropriated to them respectively as aforesaid and in other respects as the resolution capitalising such profits shall direct and shall be accepted by such members accordingly.

(iii) If the said appropriation shall result in any members becoming entitled to fractions of a share the Directors may make such provision and regulations for the issue of fractional certificates or for the sale of fractions of a share or for the issue of a complete share or shares in exchange for sufficient fractions to constitute in the aggregate one or more complete shares as they shall think fit, or may provide that in lieu of becoming entitled to a fraction of a share any member or members shall receive a sum in cash representing such fraction.

(iv) The Directors may by Resolution of the Board appoint any person to contract on behalf of the Ordinary Shareholders entitled to receive the shares to be issued as aforesaid with the Company for the payment of the amount of such shares by the allocation of the capitalised profits in manner aforesaid, and any person so appointed may as agent for and on behalf of the said Ordinary Shareholders make such contract, and such contract when so made shall be binding on every one of such shareholders and shall be filed with the Registrar of Companies as provided by Section 88 of the Companies (Consolidation) Act, 1908.

ACCOUNTS.

108. The Directors shall cause true accounts to be kept—

- (A) Of the assets and liabilities of the Company, and
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place.

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

109. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors, or by a resolution of the Company in General Meeting.

NOTICES.

110. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

111. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share

112. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

113. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

114. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

115. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

INDEMNITY.

116. The Director, Auditors, Secretary and other officers for the time being of the Company, and any trustee or other persons whomsoever for the time being acting in relation to any of the affairs of the Company, and their heirs, executors and administrators respectively, shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects, or defaults of any other

officer or trustee, or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

WINDING UP.

117. If the Company shall be wound up, the surplus assets shall (subject to any rights attached to any special class of shares forming part of the capital for the time being of the Company) be applied first in repayment of the Capital paid up on the Ordinary Shares and the excess (if any) shall be distributed among the members holding ordinary shares in proportion to the number of ordinary shares held by them respectively at the commencement of the winding up.

118. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part of the assets of the Company.



COMPANY LIMITED BY SHARES.

Unit Construction Company, Ltd.

SPECIAL RESOLUTIONS.

Passed 22nd January 1929.

Confirmed 7th February, 1929.

At an EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held at 9 Cloak Lane, Cannon Street, E.C. 4, on the 22nd day of January, 1929, the following Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the members of the said Company also duly convened and held at the same place, on the 7th day of February, 1929, the following Special Resolutions were duly confirmed:—

REGISTERED
15 FEB 1929

"That the Articles of Association of the Company be altered in the manner following:

"(a) By deleting Articles 37 and 38.

"(b) By inserting in the said Articles in place thereof a new Article to be numbered 37/8 in the following terms:—

"The capital of the Company is £50,000 divided into 50,000 shares of £1 each."

"That the existing 20,000 Preference Shares of £1 each in the capital of the Company be and are hereby converted into 20,000 Ordinary Shares of £1 each, ranking in all respects *pari passu* with and having similar rights of voting to the existing Ordinary Shares in the Company."

Dated the 11th day of February, 1929.

George M Booth

Chairman.

9 CLOAK LANE,
CANNON STREET,
LONDON, E.C. 4.

*Filed by
W. H. Thomas, Clerk*



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

THE UNIT CONSTRUCTION COMPANY LIMITED.

Ordinary Resolution

Passed 11th January, 1935.

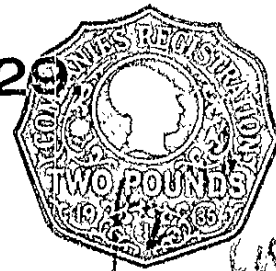
REGISTERED
18 JAN 1935

At an EXTRAORDINARY GENERAL MEETING of the Members of The Unit Construction Company Limited duly convened and held at Adelphi Terrace House, 1, Robert Street, Adelphi, London, W.C. 2, on Friday, the 11th day of January, 1935, the following ORDINARY RESOLUTION was duly passed, viz.:—

That the capital of the Company be increased from the sum of £50,000 to the sum of £60,000 by the creation of 10,000 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company, and that the Directors be and they are hereby authorised to give effect to such increase and to issue all the said new Shares to Alfred Poth and Company Limited at par.

Chairman.

THE COMPANIES ACT 1929



NOTICE OF INCREASE IN NOMINAL CAPITAL

PURSUANT TO SECTION 52.



NAME OF COMPANY.

.....
The Unit Construction Company

 LIMITED.

REGISTERED

18 JAN 1935

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

Proctor & Partners

30 Great St. Martin's Lane W.C.2

H. HOWES & CO., LTD.,

Company Printers, Publishers & Stationers,

BELL YARD (next to Law Society), TEMPLE BAR, LONDON, W.C.2.
 Tel.: HOLBORN 3073.

:: :: 78, BISHOPSGATE, LONDON, E.C.2. :: ::
 Tel.: LONDON WALL 9397.

4, UNION COURT, OLD BROAD STREET, LONDON, E.C.2.
 Tel.: LONDON WALL 0237 & 0238.

20, CORTHALL AVENUE LONDON, E.C.2.
 Tel.: LONDON WALL 245.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.
 Telephone: METROPOLITAN 4579.

Works—HOWCO HOUSE, 62A, SOUTHWARK STREET, S.E.1.
 Tel.: HOP 3455.

..... *The Unit Construction Company Limited*

hereby gives you notice pursuant to Sect. 52 of the Companies Act, 1929,
that by (a) *Ordinary*... Resolution of the Company dated the *11th*
day of *January*..... 19 *35*, the nominal Capital of the Company has
been increased by the addition thereto of the sum of £ *10,000*..... beyond
the registered Capital of £ *50,000*..... The additional Capital
is divided as follows:—

<u>Number of Shares.</u>	<u>Class of Share.</u>	<u>Nominal Amount of each Share.</u>
<i>10,000</i>	<i>Ordinary</i>	<i>£1</i>

The conditions (e.g., voting rights, dividends, etc.) subject to which the
new Shares have been or are to be issued are as follows:—

*The said new Ordinary shares rank in
all respects pari passu with the existing
Ordinary shares of the Company*

(If any of the new Shares are Preference Shares state whether they are
redeemable or not.)

THE UNIT CONSTRUCTION CO., LTD.

(Signature)

SECRETARY.

(State whether Director,
or Manager or Secretary)

Dated the *17*.... day of *January*..... 19 *35*..

(a) " Ordinary," " Extraordinary " or " Special."



The Unit Construction..... COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound for every £100 or fraction of £100.)

REGISTERED
18 JAN 1935

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

Primitap Thapab

30 Great St. Helen's E.C.3

H. HOWES & CO., LTD., Company Printers. Publishers & Stationers.

BELL YARD (next to Law Society). TEMPLE BAR, LONDON, W.C.2.
Tel.: HOLBORN 3973.

:: :: 78, BISHOPSGATE, LONDON, E.C.2. :: ::
Tel.: LONDON WALL 2337.

4, UNION COURT, OLD BROAD STREET, LONDON, E.C.2.
Tel.: LONDON WALL 0237 & 0238.

20, COPTHALL AVENUE LONDON, E.C.2.
Tel.: LONDON WALL 2451.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.
Telephone: METROPOLITAN 4379.

Works—HOWCO HOUSE, 62A, SOUTHWARK STREET, S.E.1.
Tel.: HOP 3455.

NOTE: This margin is reserved for binding and must not be written across.

The NOMINAL CAPITAL of *The Unit Construction*

..... Company, Limited,

has by a Resolution of the Company dated *11 January 1935*

been increased by the addition thereto of the sum of £ *10,000*, divided

into *10,000 Ordinary* shares of £ *1* each, beyond the Registered

Capital of *£50,000*

THE UNIT CONSTRUCTION CO., LTD.

T. A. Randolph
..... SECRETARY,
Signature

Description

Date *17 January 1935*

This statement should be signed by an Officer of the Company.

153009 / 11

THE COMPANIES ACT, 1929.

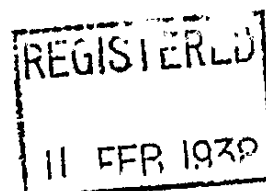


COMPANY LIMITED BY SHARES.

THE UNIT CONSTRUCTION COMPANY LIMITED.

Ordinary Resolution

Passed 3rd February, 1938.



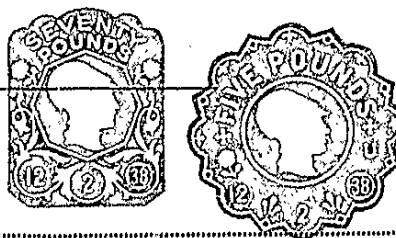
At an Extraordinary General Meeting of the members of THE UNIT CONSTRUCTION COMPANY LIMITED duly convened and held at Adelphi Terrace House, 1, Robert Street, Adelphi, London, W.C.2, on Thursday, the 3rd day of February, 1938, the following Ordinary Resolution was duly passed, viz. :—

That the capital of the Company be increased from the sum of £60,000 to the sum of £75,000 by the creation of 15,000 new Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares of the Company, and that the Directors be and they are hereby authorised to give effect to such increase and to issue all the said new shares to Alfred Booth & Company Limited at par.

George M Booth
Chairman.

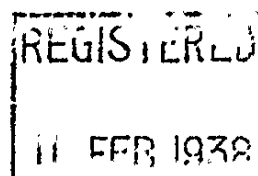
No. of Certificate.....153009 / 72

Form No. 26A.



.....*Amis Construction*.....COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

.....*Amis Construction Co*.....
30 Great St. Helen
EC 3

The NOMINAL CAPITAL of Amis Construction

Company, Limited,

has by a Resolution of the Company dated 3 February 1938

been increased by the addition thereto of the sum of £15,000, divided into

15,000 Ordinary shares of £1 each, beyond the Registered Capital of

£60,000

Signature Amis Construction

Description Solicitors for the Company

Date 11 February 1938

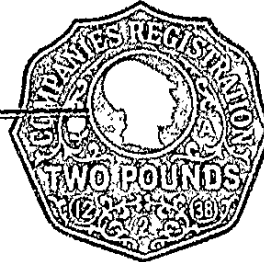
This statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for Binding, and must not be written across.

Number of } 135009 / 1
Company }

Form No. 10.

THE COMPANIES ACT, 1929.



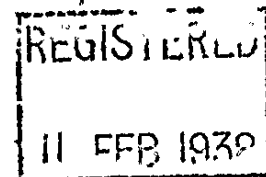
Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

The Unit Construction Company

LIMITED.



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by

Amisap Pharo

30 Great St Helens Rd

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1,
6 Victoria St., S.W.1, 15 Hanover Street, W.1,
19 & 21 North John St., Liverpool, 2, 77 Colmore Row, Birmingham, 3, 157 Hope St., Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

The Unit Construction Company

*"Ordinary,"
"Extraordin-
ary," or
"Special".

Limited, hereby gives you notice, pursuant to
Section 52 of the Companies Act, 1929, that by a * *Ordinary*
Resolution of the Company dated the *3rd* day of *February* 193*8*
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ *15,000*
beyond the Registered Capital of £ *60,000*

The additional Capital is divided as follows:—

Number of Shares.

15000

Class of Shares.

Ordinary

Nominal amount
of each Share.

£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new
shares have been, or are to be, issued are as follows:—

*The said new Ordinary shares rank in all respects
pari passu with the existing Ordinary shares
of the Company.*

** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

THE UNIT CONSTRUCTION CO., LTD.

SECRETARY.

State whether Director,
Manager or Secretary

Dated the

10th

day of

February

193*8*

THE COMPANIES ACT, 1929.

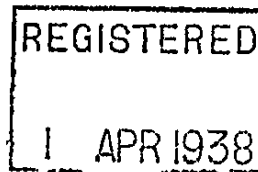
COMPANY LIMITED BY SHARES.



THE UNIT CONSTRUCTION COMPANY, LIMITED.

Special Resolution

Passed 24th March, 1938.



At an Extraordinary General Meeting of the Members of the Unit Construction Company, Limited, duly convened and held at the offices of the Company, Adelphi Terrace House, Robert Street, London, W.C.2, on Thursday, the 24th day of March, 1938, the following Resolution was duly passed as a Special Resolution, viz. :—

RESOLUTION.

THAT the Articles of Association of the Company be altered in manner following, that is to say :—

1. By inserting the following new Article to be numbered 70A :—

EMPLOYEE

70A. (a) The Directors may from time to time elect or appoint any employee or Director of the Company to be a person or persons so elected or appointed the Company's employment or hold disqualified from holding the office of

(b) An employee who is elected or appointed as a Director by rotation shall be or General Meeting shall not by reason of being an employee in any insurance, pension scheme established by the Company for the benefit of employees or ex-employees of the Company or the dependents or connected with the benefits of any such schemes have been elected or appointed or re-elected

(c) The Directors may at any time remove him from office by a notice in writing signed by a majority of the Directors.

2. By substituting for the words in Article 88 the words "election to the

ECTORS.

to time elect or appoint any employee or Director of the Company and any person or persons so elected or appointed shall not by reason of his or their being in a place of profit under the Company be disqualified from holding the office of Director.

joined a Director or who on his retirement ceased to be re-elected as a Director at any time shall not be rendered ineligible for inclusion as an employee in any insurance, profit-sharing or other scheme or fund established by the Company for the benefit of employees or ex-employees of the Company or the dependents or connected with the benefits of any such schemes as an employee as fully as if he had not been re-appointed a Director.

require any Director who is also an employee of the Company to be removed from office by resolution passed at a Meeting, or by a majority of the Directors.

the office of Director of" in the third line in Article 88 "of Director at."

George
Chairman

Stewart & Co. Ltd.
21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

THE COMPANIES ACT 1929
Company Limited by shares



THE UNIT CONSTRUCTION COMPANY LIMITED

At an Extraordinary General Meeting of the Members of the Unit Construction Company, Limited, duly convened and held at 38 Millbank, London, S.W.1. on Tuesday the 17th day of June, 1947, the following Ordinary Resolution was duly passed :-

Ordinary Resolution:

THAT as from the 1st day of July, 1947, the Capital of the Company be increased from the sum of £275,000 to the sum of £150,000 by the creation of 75,000 new Shares of £1 each ranking pari passu in all respects with the existing shares of the Company and that the Directors be and they are hereby authorised to give effect to such Resolution and to allot and issue all the said shares to Alfred Booth & Company Limited, at par on payment in full for the same.

REGISTERED
16 JUL 1947

CHAIRMAN.

nitay Chapple
So Bishopsgate EC2



WE HEREBY CERTIFY that this
Reproduction was produced by our
Lithographic Printing Process.

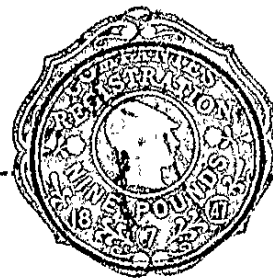
Date: July 47.

Henry J. Fisher
For LEWIS, COATES & LUCAS, LIMITED.

er of } 15/10/47 93

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF

The Unit Construction Company

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.



Printed at: "CERTIFICATE ESTRAND, LONDON."

Telephone: 0431

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
AND 13 BROAD STREET PLACE, E.C.2.

Witnessed by

Amirage Chapple

50 Bishopsgate

EL2

Notice of Increase in the Nominal Capital

OF

The Unit Construction Company Limited

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 5: of The Companies Act, 1920, that by (a) *an Ordinary* Resolution of the Company at the *17th* day of *June* 1947 and a Resolution of the Board of Directors dated the *1st* day of *July* 1947 the Nominal Capital of the Company has been increased by the addition thereto of the sum of *£75000*, beyond the Registered Capital of *£75000*.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
<i>75000</i>	<i>Ordinary</i>	<i>£1</i>

The conditions (e.g. voting rights, Dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

Pari Passu with the existing shares of the Company

THE UNIT CONSTRUCTION CO.

Signature

Description (c)

Dated the *14th* day
of *July* 1947.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Manager or Secretary of the Company.

Number of
Companies

94

[Form No. 26.]

THE STAMP ACT, 1891; THE REVENUE ACT, 1903
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of the Nominal Capital
OF

The Unit Construction Company

LIMITED,

uant to Section 112 of The Stamp Act, 1891; Section 5 of
Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

Statement has to be registered with the Notice of Increase in the
nal Capital and printed copy of the Resolution authorising the
ncrease required under Section 52 of The Companies Act, 1929.

AMS: "CERTIFICATE, EDSTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

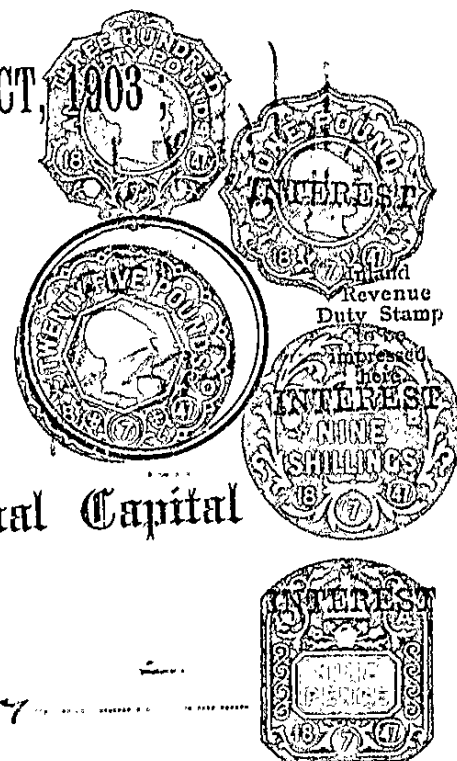
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

by

Permisage Proprietor

50 Bishopsgate EC2



THE NOMINAL CAPITAL

OF

The Unit Construction Company LIMITED,

has, by a Resolution of the Company dated the *17th* day
and a Resolution of the Board of Directors dated the 1st day of July 1947
of *June*, 1947, been increased by the addition thereto of the

sum of *Seventy five thousand* Pounds,

divided into *Seventy five thousand* Shares

of *One pound* each,

beyond the Registered Capital of *Seventy five thousand pounds*

75,000
75,000
10
Signature

THE UNIT CONSTRUCTION CO. LTD.

Th. Randell
SECRETARY

Description

Dated the *14* day

of *July* 19*47*

* * This Statement should be signed *Th. Randell* of the Company.

THE COMPANIES ACT, 1947
COMPANY LIMITED BY SHARES

R E S O L U T I O N S

- of -

THE UNIT CONSTRUCTION COMPANY LIMITED

Passed 25th April 1956

At an Extraordinary General Meeting of the above-named Company duly convened and held at 34, St. James's Street, London, S.W.1. on Wednesday the 25th day of April, 1956, the following Resolutions were duly passed as to Resolution No.1 as a SPECIAL RESOLUTION and as to Resolutions No. 2 and 3 as ORDINARY RESOLUTIONS:-

SPECIAL RESOLUTION

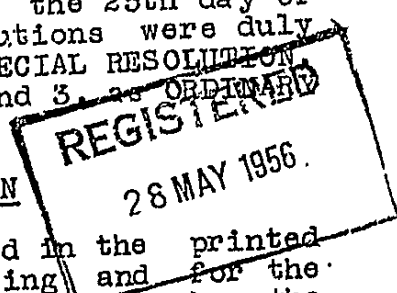
1. That the regulations contained in the printed document submitted to the meeting and for the purposes of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

ORDINARY RESOLUTIONS

2. That the capital of the Company be increased to £250,000 by the creation of 100,000 additional Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the Company.
3. That upon the recommendation of the Directors it is desirable to capitalise the sum of £100,000 being as to £26,000 the sum standing to the credit of Revenue Reserve Account, and as to £74,000 part of the sum standing to the credit of Profit and Loss Account, and that the Directors be authorised to capitalise the said sum by appropriating the same to the persons who are holders of Ordinary Shares in the Company at the date of this Resolution in proportion to the number of such Ordinary Shares held by them respectively, and to apply the same on their behalf in paying up in full 100,000 Ordinary Shares of £1 each in the Company to be allotted and distributed credited as fully paid up to and amongst such holders in the proportions aforesaid.

[Signature]
Chairman

WE HEREBY CERTIFY that the above Resolutions have been printed by the type litho process.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE UNIT CONSTRUCTION COMPANY LIMITED

As adopted by Special Resolution passed on
the 25th April 1956

1. The Clauses of Table A in the First Schedule of the Companies Act 1948 numbered 24, 53 and 75 shall not apply to this Company.

2. The Company is a Private Company and accordingly -

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) The Company shall not have power to issue share warrants to bearer.

3. The Directors may, in their absolute discretion without assigning any reason therefor, decline to register any transfer of any share, whether or it is a fully paid share.

4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as in otherwise provided two members present in person or by proxy shall be a quorum.



5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

6. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of subsection (4) of section 129 of the Act.

LIEN ON SHARES

7. The words "not being a fully paid share" and the words "other than fully paid shares" shall be omitted from Regulation 11 of Table A.

DIRECTORS

8. Regulation 75 of Table A shall not apply to the Company and the following Article shall be substituted therefor.

Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than 3 nor more than 20.

DISQUALIFICATION OF DIRECTORS

9. The word and figures "or 185" shall be omitted from Regulation 88 (a) of Table A.

10. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of the Articles of Association of the Company for the time being in force and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director of the Company notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special resolution need be given of any resolution for the re-appointment or appointment or approving the appointment of a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members of the Company notice of the age of any Director or person proposed to be re-appointed or appointed as such.

This is the print of the resolutions referred to in Resolution No. 1 of the Resolutions of the Brit Construction Co. Limited passed on 11th 1976.

ESTABLISHED 1830.

HEPBURN & SONS LIMITED.

DIRECTORS: S. F. HEPBURN, CHAIRMAN MAJOR A. Q. COOPER, D.S.O., A.F.C. F. A. COOPER, MANAGING DIRECTOR.

Printers & Law Stationers

22
11
22

DAY AND
NIGHT



SERVICE

Tel. Nos.

MONARCH 5175 (5 LINES)
NIGHT SERVICE D18 6006
(2 LINES)

41/42, WOOL EXCHANGE,
COLEMAN STREET,
LONDON, E.C.2

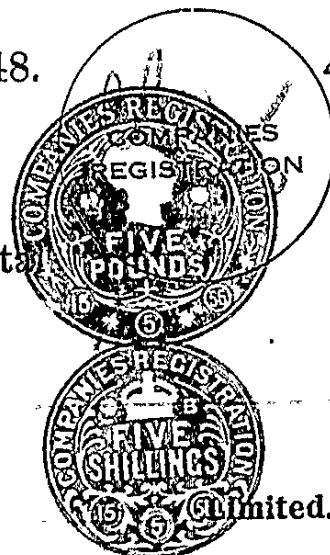
20th May, 1956.

Registrar of Joint
Stock Companies.

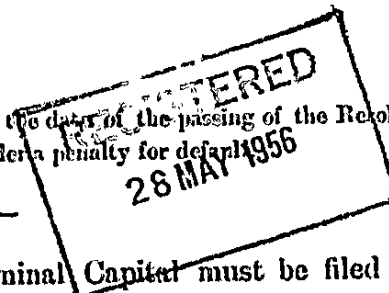
WE HEREBY CERTIFY that the ARTICLES OF
ASSOCIATION of THE UNIT CONSTRUCTION
COMPANY LIMITED were printed by Type
Composition.

HEPBURN & SONS LIMITED

[Signature]
Director.

of Company 153009123
THE COMPANIES ACT, 1948.**Notice of Increase in Nominal Capital**
*Pursuant to Section 63.*Name of Company { The Unit Construction Company Limited.

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.



A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MANCHESTER, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Director (Unit) Ltd.12, Lombard Street, E.C.4.

e665

TO THE REGISTRAR OF COMPANIES.

The Unit Construction Company

____ Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by ~~an~~ Ordinary .

Resolution of the Company dated the 25th day of

April, 19 56, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £100,000

beyond the Registered Capital of £ 150,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

**Nominal amount
of each share**

700,000

Original from copy



The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

There are Ordinary, "Innocent" and "Pious" men with the
existing Ordinary, "Innocent" and "Pious" men with the

Signature Herbert Smith

~~-(State whether Director or Secreta~~

Solicitors

by of Wm 19

(a) "Ordinary," "Extraordinary," or "Special."

(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not)

1940y
No. of Certificate 153009
124

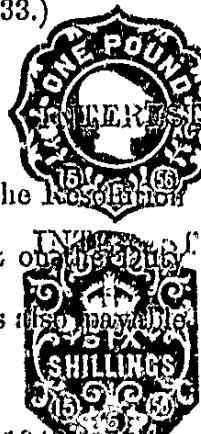
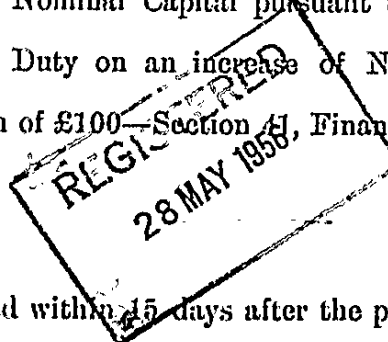
[O.A. 29]
9/61



The Unit Construction Company

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Capital at the rate of 5 per cent. per annum from the passing of the Resolution is also payable s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS

85 & 86, LONDON WALL, LONDON, E.C.2;

109, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, FARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Printed by Waterlow & Sons Ltd.

(2, London Wall, E.C.2.

6666

The NOMINAL CAPITAL of _____

The Unit Construction Company Limited

has by a Resolution of the Company dated 25th April, 1956.

been increased by the addition thereto of the sum of £ 100,000, divided into

100,000 ordinary shares of £ 1 each beyond the Registered Capital of

£150,000

Signature Harbert Smith & Co.

-State whether Director or Secretary Directors

Date 16th day of May 1956.

NOTE: The amount is reserved for Dividend, and must not be withdrawn

THE COMPANIES ACT 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
name of
Company { THE UNIT CONSTRUCTION
COMPANY LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

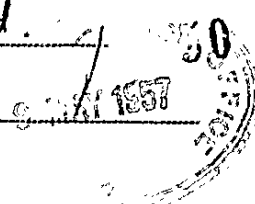
(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by Chief Accountant.

Unit Construction Co. Ltd.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

THE UNIT

CONSTRUCTION COMPANY

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at FACCS ROAD.

Signature

A. C. Hales

(State whether
Director or Secretary)

Secretary.

Dated the 8th day of JULY, 1957.

NOTE.—This Margin is reserved for binding and must not be written across.

3009/136

M

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Resolutions

OF

THE UNIT CONSTRUCTION COMPANY LIMITED

Passed 16th February, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Central Way, Faggs Road, Feltham, Middlesex, on Tuesday, the 16th day of February, 1960, the following RESOLUTIONS were duly passed as to Resolution No. 1 as an ORDINARY RESOLUTION and as to Resolution No. 2 as a SPECIAL RESOLUTION :—

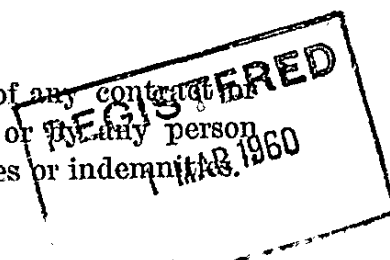
ORDINARY RESOLUTION

1. That the nominal capital of the Company be increased to £450,000 by the creation of 200,000 additional Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares of the Company.

SPECIAL RESOLUTION

2. That the following clause be added to the Memorandum of Association of the Company :—

"3. (s) To guarantee the performance of any contract for obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities."



[Handwritten signature]

Chairman.

W

Number of
Company

153009

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

THE UNIT CONSTRUCTION COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

The Secretary,

The Unit Construction Co. Ltd.,

Central Way, Faggs Road,

Peltam, Middlesex.



The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

THE UNIT CONSTRUCTION COMPANY

Limited

has by a Resolution of the Company dated

16th February.

195.60

been increased by

the addition thereto of the sum of £200,000

divided into :—

200,000 ordinary

Shares of £1 each

Shares of _____ each

beyond the registered Capital of ₹250,000

Signature.

SECRETARY

(State whether Director or Secretary).

Dated the 29th day of February 1956.

Note.—This margin is reserved for binding and must not be written across

Number of } 153009
company }



Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

THE UNIT CONSTRUCTION COMPANY

LIMITED

REGISTERED
4 MAR 1960

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

The Secretary

The Unit Construction Co. Ltd.

Central Way, Faggs Road,
Feltham, Middlesex.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

C.310

P. 2

To THE REGISTRAR OF COMPANIES.

The Unit Construction Company

..... Limited, hereby gives you notice, pursuant to
* "Ordinary," Section 63 of the Companies Act, 1948, that by a * Ordinary
"Extra-ordinary," or
"Special". Resolution of the Company dated the 16th day of February 1960
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £200,000
beyond the Registered Capital of £250,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
200,000	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:—

To rank pari passu in all respects with the existing Ordinary
Shares of the Company.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

Secretary

Dated the 29th day of February 1960.

Note.—This margin is reserved for binding and must not be written across

as amended by Special Resolution
dated 16th February 1960.
The Companies Acts, 1908 to 1917.

12/1/60
18/1/60
20/1/60
26/1/60
COMPANY LIMITED BY SHARES

DIRECTOR

Memorandum of Association

OF

THE UNIT CONSTRUCTION COMPANY, LIMITED

(As altered by Special Resolution passed on
the 16th day of February, 1960).



23/3/60.

1. The name of the Company is "THE UNIT CONSTRUCTION COMPANY, LIMITED."

2. The Registered Office of the Company will be situated in England.

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

(a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

(b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.

- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid which may seem to the Company capable of being turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.
- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries,

processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.

- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees.
- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to

mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.

- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its taking over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses

of or incident to the formation, registration, and advertising of the Company or any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

- (q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (s) To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:- By resolution of the Directors passed the 8th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £60,000 by the creation of 10,000 New Ordinary Shares of £1 each.

By resolution of the Company in General Meeting passed on the 3rd February 1938 the capital of the Company was increased to £75,000 by the creation of 15,000 New Ordinary Shares of £1 each.

By resolution of the Company in General Meeting passed on the 17th June 1947 the capital of the Company was increased to £150,000 by the creation of 75,000 New Ordinary Shares of £1 each.

By resolution of the Company in General Meeting passed on the 25th April 1956 the capital of the Company was increased to £250,000 by the creation of 100,000 New Ordinary Shares of £1 each.

By resolution of the Company in General Meeting passed on the 16th February 1960 the capital of the Company was increased to £450,000 by the creation of 200,000 New Ordinary 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
FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.	ONE
HUGH S. MUNNS, 4B, Frederick's Place, E. C. Solicitor.	ONE
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures :-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

193009 / 145



5/ 12/ 60

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Resolutions
OF
THE UNIT CONSTRUCTION COMPANY LIMITED

Passed 29th December, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Central Way, Faggs Road, Feltham, Middlesex, on Thursday, the 29th day of December, 1960, the following RESOLUTIONS were duly passed, as to Resolution No. 1 as an ORDINARY RESOLUTION and as to Resolution No. 2 as a SPECIAL RESOLUTION :—

ORDINARY RESOLUTION

1. That the nominal capital of the Company be and is hereby increased to £550,000 by the creation of 100,000 additional Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares of the Company.

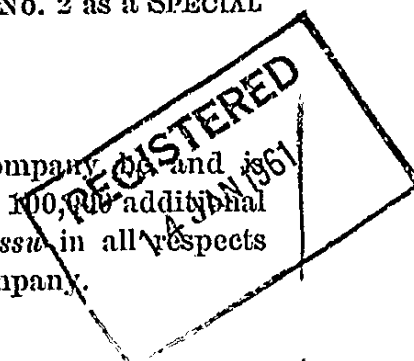
SPECIAL RESOLUTION

2. That the Articles of Association of the Company be and are hereby altered in the following manner :—

Regulation 1 shall be deleted and the following regulation be substituted therefor :—

“1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948, except numbers 24, 53, 75 and the proviso to 79 shall apply to this Company subject to the modifications hereinafter expressed.”

Chairman.



THE COMPANIES ACT, 1948



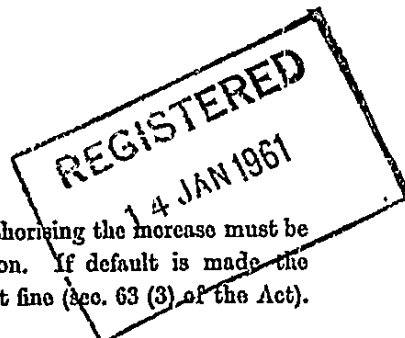
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

THE UNIT CONSTRUCTION COMPANY

LIMITED



NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

The Secretary.

The Unit Construction Co.Ltd.

Central Way,

Faggs Road, Feltham,

Middlesex.

The Solicitors' Law Stationery Society, Limited
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

The Unit Construction Company

Limited, hereby gives you notice, pursuant to

* "Ordinary",
"Extra-ordinary", or
"Special".
Section 63 of the Companies Act, 1948, that by a * Ordinary
Resolution of the Company dated the 29th day of December 1960

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £100,000 beyond the Registered Capital of £450,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>100,000</u> <i>450,000</i>	<u>Ordinary</u>	<u>£1</u>

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:—

To rank pari passu in all respects with the existing shares of the Company.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature: _____

State whether Director
or Secretary } _____

Secretary

Dated the 11th day of January 1961

Note.—This margin is reserved for binding and must not be written across

Number of
Company

153009

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

THE UNIT CONSTRUCTION COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shilling every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

resented by

The Secretary.

The Unit Construction Co. Ltd.

Central Way,

Faggs Road, Feltham, Middlesex.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

THE UNIT CONSTRUCTION COMPANY

Limited

has by a Resolution of the Company dated

29th December 1960 been increased by

the addition thereto of the sum of £100,000,

divided into:—

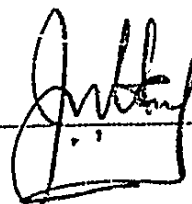
100,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £450,000

100 000
£450,000

Signature



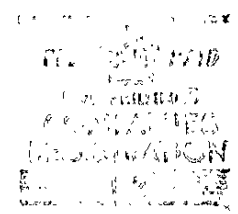
(State whether Director or Secretary) Secretary

Dated the 11th day of January 1961.

Note.—This margin is reserved for binding and must not be written across

Courts 10/9/63

153009/177



THE COMPANIES ACTS, 1908 to 1917

AND

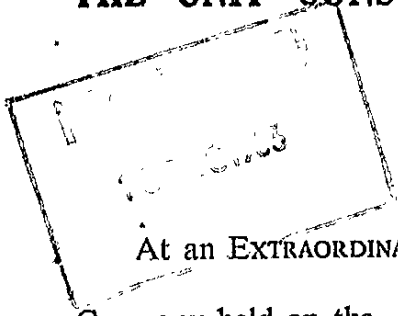
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

THE UNIT CONSTRUCTION COMPANY LIMITED



At an EXTRAORDINARY GENERAL MEETING of the above named
Company held on the 6th day of ^{December}~~November~~, 1963 the following
Resolution was duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION.

THAT the regulations contained in the printed document submitted to this meeting and subscribed by the Chairman thereof for the purpose of identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.


E. BOOTH,

Chairman.



11

Booth 2

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
THE UNIT CONSTRUCTION COMPANY LIMITED
(Adopted by Special Resolution, passed on 6th Dec 1963)

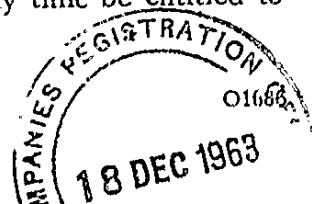
1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77, 84 and 88 to 97 (inclusive), and 101 Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than 2. The Directors shall be appointed in all circumstances by Alfred Booth and Company Limited who shall from time to time and at any time be entitled to



remove any Director from office. If any Director shall die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth and Company^{LIMITED} shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.

Any such appointment or removal shall be under the hand of an officer of Alfred Booth and Company Limited duly appointed therefor and shall take effect upon lodgment at the registered offices of the Company.

6. There shall be a Chairman of the Company appointed from the Directors of the Company, and such Chairman shall be appointed by Alfred Booth and Company Limited; who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold Office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

9. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

10. The office of a Director shall be vacated in any of the following events, namely:—

- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.

4

- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he become of unsound mind.
- (d) If he be absent from meetings of the Directors for six successive months without leave.
- (e) If he be removed from office under Article 5.
- (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.

153009/182



Handwritten signature/initials

The Companies Acts, 1908

AND

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

THE UNIT CONSTRUCTION COMPANY, LIMITED

Passed 28th January, 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 28th day of January, 1964, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That Articles 1, 2, 5, 6 and 9 of the Articles of Association of the Company be and they are hereby altered as follows :—

(A) Article 1 by the addition at the end thereof of the words "and the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not be applicable".

(B) Article 2 by the deletion therefrom of the figure "84".

(C) Articles 5 and 6 by the substitution for all references therein to "Alfred Booth and Company Limited" or "Alfred Booth and Company" the words "Alfred Booth & Company Limited".

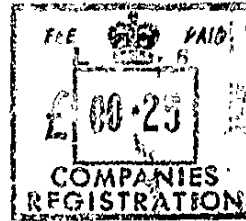
(D) Article 9 by the deletion therefrom of the words "and he shall be counted in the quorum when any such contract or arrangement is under consideration".

Handwritten signature of Chairman

Chairman.

6 FEB 1964

153009/219



57-1

The Companies Acts, 1908 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

22- A-21966

Special Resolution

OF

**THE UNIT CONSTRUCTION COMPANY,
LIMITED**

Passed 81st March, 1966.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 81st day of March, 1966, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION.

That the name of the Company be changed from "THE UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION COMPANY, LIMITED."

[Signature]

[Signature]
Chairman. of the Meeting

No. 153009



B



Reference: C.R. 98/1185/66

BOARD OF TRADE

COMPANIES ACT, 1948

THE UNIT CONSTRUCTION COMPANY, LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

UNIT CONSTRUCTION COMPANY, LIMITED 27 APR 1966

REGISTERED

Signed on behalf of the Board of Trade

this TWENTY-SEVENTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

333 Wt.443/5 D.4133 12M 2/65 A.P. Gp.658.

No. C.172

DUPLICATE FOR THE FILE

No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the
approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited
company incorporated under the name of

UNIT CONSTRUCTION COMPANY, LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

Pose

L.S. Whisfield
Assistant Registrar of Companies.

Date

Apr. 27/66

Tansley Witt & Co

In Association with Bernard Phillips & Co

Chartered Accountants

28 Ely Place, London EC1N 6RE, tel 01 242 1666 telex 267546 telegrams Callwittin London

TG Harding AI Wyborn J Garton Ash MK Forster B Phillips ELC Swaysland NA Chalmers EG Barrat
SD Haylar RTJ Stone BH Jones IR Harvey CI Gee CF Halpin RS Heaver PJ Seward LF Stamp RG Linger
MG Maton IP Phillips EA Norman JMI Reed CJR May MJ Palmer EWV Holding FC Flood JFK Lee NL Pye AM Roberts AP Lincoln

IRH/BML

9th October 1979

The Board of Directors,
Unit Construction Limited,
34 St. James's Street,
LONDON S.W.1.

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from the date of this letter.

As required by Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,
TANSLEY WITT & CO.,

Tansley Witt & Co.



153009

UNIT CONSTRUCTION COMPANY LIMITED

Minute of a Board Meeting held at 34 St. James's Street, London
on Thursday, 9th October 1979

Present: Richard H. Amis (Chairman)
C.L. Hearn
C.P. Morley
R. Jones

Apologies for absence were received from D.W. Elliott, B.S. Fawley,
C. Whittaker, R.B. Pierpoint and C.L. Thorpe.

899. Auditors

Having received formal notice of the resignation of Tansley Witt and Co. as auditors, consequent upon their joining with the partners of Arthur Anderson & Co. to form a new firm practising under the name of Arthur Anderson & Co., it was resolved to appoint a new firm to fill the casual vacancy so created to serve as auditors until the conclusion of the next general meeting of the company or any adjournment thereof. The secretary is hereby authorised to file the necessary notification with the Registrar of Companies.

Richard H. Amis

I HEREBY CERTIFY that the above is a true copy of the entry
appearing in the Minute Book of the Company.

E.W. Owens

E.W. Owens
Company Secretary

Arthur Andersen & Co.

Chartered Accountants

28 Ely Place London EC1N 6RE

Telephone: 01-242 1666 Telex: 267546

IRH/BML

9th October 1979

The Board of Directors,
Unit Construction Limited,
34 St. James's Street,
LONDON S.W.1.

Dear Sirs,

This letter is our formal statement of willingness to accept appointment as auditors to fill the casual vacancy caused by the resignation of Tansley Witt & Co.

Yours faithfully,
ARTHUR ANDERSEN & CO.,
Arthur Andersen



London I. H. Davison B. M. Currie P. Aaronberg J. G. Ash W. S. Barnard E. G. Barratt D. C. Borer A. A. Burke J. B. Burrows D. P. G. Cade N. A. Chalmers R. J. Chapman R. M. Cooke R. F. Currie D. F. A. Davidson P. Desmond R. M. Dymond R. S. Ellick V. J. Ellis T. J. Forrest M. K. Forster L. Fuller C. J. Gee R. V. Gorfin C. F. Halpin T. G. Harding I. R. Harvey S. D. Hayllar G. E. Hemmings P. R. Hinton E. W. V. Holding R. L. Jennings B. H. Jones J. G. Laurence K. B. Lavery J. F. K. Lee R. G. Linger D. J. Murphy J. C. Norton M. J. Oaten M. J. Palmer D. A. Perry R. G. Picking C. J. Pinnell W. I. D. Plaistowe N. L. Pye G. J. Reddish J. M. I. Reed J. A. Risby J. E. Ru'eh M. Scott R. J. Simmons B. D. Smith L. F. Stemp R. T. J. Stone M. H. Vandersteen V. C. Watts I. W. Welsh J. N. Woolf A. I. Wyborn Birmingham A. K. Timberlake P. R. Bond M. G. Maton C. L. Nunn P. J. Seward Bristol J. P. Prestley Glasgow J. A. W. Moir E. M. Hagman R. S. Pereira Gloucester M. G. Maton P. R. Bond C. L. Nunn P. J. Seward A. K. Timberlake A. I. Wyborn Leeds I. P. A. Silt D. S. Darbyshire D. A. Haxby Liverpool W. A. Lowe J. D. Hanson A. J. Katz D. J. Loze J. W. Lowe J. G. Milbourn C. R. Terras Manchester J. D. Hanson D. J. Green A. J. Katz E. M. Kilby W. A. Lowe J. G. Milbourn C. R. Terras R. A. Tilley Worcester P. J. Seward P. R. Bond M. G. Maton C. L. Nunn A. K. Timberlake Dubai U. A. E. J. C. Roberts Manama, Bahrain J. C. Roberts

Associated with Arthur Andersen & Co Inc: Argentina Australia Bahrain Belgium Bermuda Brazil Canada Colombia Denmark Ecuador France
Germany Greece India Italy Japan Korea Mexico The Netherlands Nicaragua Nigeria Norway Panama Peru Portugal Puerto

301

THE COMPANIES ACTS, 1908 to 1980

SPECIAL RESOLUTION

of

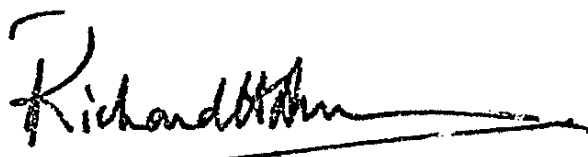
UNIT CONSTRUCTION COMPANY, LIMITED

PASSED 6TH DECEMBER 1982

At an EXTRAORDINARY GENERAL MEETING of the above named Company held on 6th day of December 1982, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.



CHAIRMAN



No. 153009

THE COMPANIES ACTS, 1908 to 1980

M E M O R A N D U M

and

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY, LIMITED

Incorporated the 6th day of February, 1919

Richard H. Am

No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

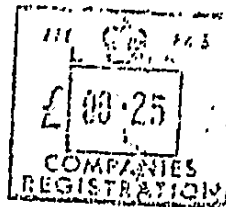
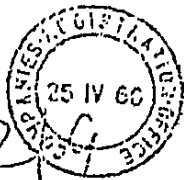
UNIT CONSTRUCTION COMPANY, LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.

153009/2

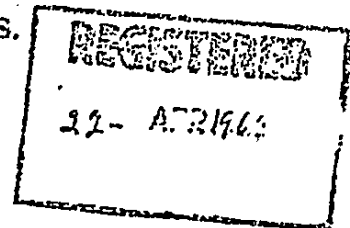


The Companies Acts, 1902 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OF

THE UNIT CONSTRUCTION COMPANY,
LIMITED

Passed 31st March, 1960.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 31st day of March, 1960, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

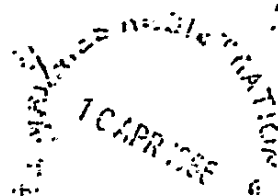
SPECIAL RESOLUTION.

That the name of the Company be changed from "THE UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION COMPANY, LIMITED."

[Signature]

[Signature]
Chairman of the Meeting

SLSS-LSG:PD



No. 153009



Certificate of Incorporation.

I HEREBY CERTIFY, that THE UNIT CONSTRUCTION COMPANY, LIMITED is this day Incorporated under the Companies' Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London, this 6th day of February One thousand nine hundred and nineteen.

A. E. TAYLOR,

Assistant Registrar of Joint
Stock Companies.

THE COMPANIES ACTS, 1908 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

UNIT CONSTRUCTION COMPANY, LIMITED

(As altered by Special Resolution passed
on the 6th Day of December 1982)

1. The name of the Company is "UNIT CONSTRUCTION COMPANY, LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - (a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planning, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid which may seem to the Company capable of being

turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees..

- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its making over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or

any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

- (q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (s) To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:-

1. By resolution of the Directors passed the 8th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares

of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

2. By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

3. By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £60,000 by the creation of 10,000 new Ordinary Shares of £1 each.

4. By resolution of the Company in General Meeting passed on the 3rd February 1938 the capital of the Company was increased to £75,000 by the creation of 15,000 new Ordinary Shares of £1 each.

5. By resolution of the Company in General Meeting passed on the 17th June 1947 the capital of the Company was increased to £150,000 by the creation of 75,000 new Ordinary Shares of £1 each.

6. By resolution of the Company in General Meeting passed on the 25th April 1956 the capital of the Company was increased to £250,000 by the creation of 100,000 new Ordinary Shares of £1 each.

7. By resolution of the Company in General Meeting passed on the 16th February 1960 the capital of the Company was increased to £450,000 by the creation of 200,000 new Ordinary Shares of £1 each.

8. By resolution of the Company in General Meeting passed on 29th December 1960 the capital of the Company was increased to £550,000 by the creation of 100,000 new Ordinary 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
<p>FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.</p> <p>HUGH S. MUNNS, 4B, Frederick's Place, E.C. Solicitor.</p>	<p>ONE</p> <p>ONE</p>
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures:-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

THE COMPANIES ACTS 1908 - 1980

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY, LIMITED
(Adopted by Special Resolution,
passed on 6th December, 1982)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as now amended by subsequent legislation including the Companies Act 1980 (which Regulations are hereinafter called 'Part I of Table A') shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
 2. Regulations 24, 75, 77 and 88 to 97 (inclusive) and 101 Part I of Table A shall not apply to the Company.
 3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.
 4. 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.
 5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 6. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than two. The Directors shall be appointed in all circumstances by Alfred Booth & Company, p.l.c. who shall from time to time be entitled to remove any Director from office. If any Director shall, die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth & Company, p.l.c. shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.
- Any such appointment or removal shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly appointed therefor and shall take effect upon lodgement at the registered office of the Company.

7. There shall be a Chairman of the Company appointed from the Directors of the Company and such Chairman shall be appointed by Alfred Booth & Company, p.l.c., who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

10. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

11. The office of a Director shall be vacated in any of the following events, namely:-

- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.
- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he becomes of unsound mind.
- (d) If he be absent from meetings of the Directors for six successive months without leave.
- (e) If he be removed from office under Article 6.
- (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.

12. Alfred Booth & Company, p.l.c. shall have power from time to time to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by Alfred Booth & Company, p.l.c. with full power to make such arrangements as it thinks fit;
- (b) The Company shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act

shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.

- (c) Alfred Booth & Company, p.l.c. may also from time to time remove any Divisional Director from office and if it so decides appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (d) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office under paragraph (c) of this Article.
- (e) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no Divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (f) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.
- (g) Any appointment or removal of a Divisional Director by Alfred Booth & Company, p.l.c. pursuant to paragraph (a) or (c) of this Article shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly authorised therefor and shall take effect upon lodgement at the registered office of the Company.

13. In these Articles the expression "the Act" shall, unless the context otherwise requires, mean the Companies Act 1948 or any statutory modification or re-enactment thereof for the time being in force.

/ 302

THE COMPANIES ACTS, 1908 to 1980

SPECIAL RESOLUTION

of

UNIT CONSTRUCTION COMPANY, LIMITED

PASSED 6TH DECEMBER 1982

At an EXTRAORDINARY GENERAL MEETING of the above named Company held on 6th day of December 1982, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.

Richard Blum

CHAIRMAN



No. 153009

THE COMPANIES ACTS, 1908 to 1980

M E M O R A N D U M

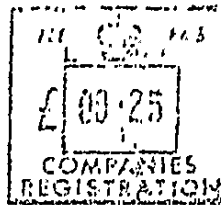
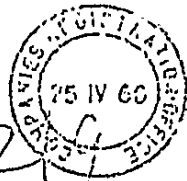
and

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY, LIMITED

Incorporated the 6th day of February, 1919

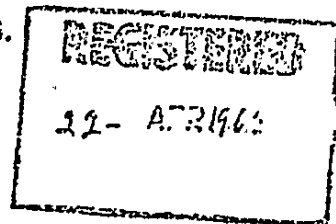


The Companies Acts, 1909 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OR

THE UNIT CONSTRUCTION COMPANY,
LIMITED

Passed 31st March, 1961.

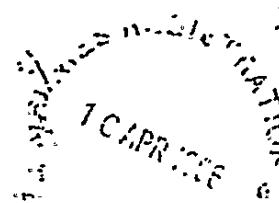
AT AN EXTRAORDINARY GENERAL MEETING of the above-named
Company, held on the 31st day of March, 1961, the following
RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION.

That the name of the Company be changed from "THE
UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION
COMPANY, LIMITED."

Chairman. *g. a. m. u. n. g.*

SLSS-LS5409



No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

UNIT CONSTRUCTION COMPANY, LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.



Certificate of Incorporation.

I HEREBY CERTIFY, that THE UNIT CONSTRUCTION COMPANY, LIMITED is this day Incorporated under the Companies' Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London, this 6th day of February One thousand nine hundred and nineteen.

A. E. TAYLOR,
Assistant Registrar of Joint
Stock Companies.

THE COMPANIES ACTS, 1908 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

UNIT CONSTRUCTION COMPANY, LIMITED

(As altered by Special Resolution passed
on the 6th Day of December 1982)

1. The name of the Company is "UNIT CONSTRUCTION COMPANY, LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - (a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planning, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid, which may seem to the Company capable of being

turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees..

- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its making over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or

any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

- (q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (s) To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:-

1. By resolution of the Directors passed the 9th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares

of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

2. By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

3. By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £60,000 by the creation of 10,000 new Ordinary Shares of £1 each.

4. By resolution of the Company in General Meeting passed on the 3rd February 1938 the capital of the Company was increased to £75,000 by the creation of 15,000 new Ordinary Shares of £1 each.

5. By resolution of the Company in General Meeting passed on the 17th June 1947 the capital of the Company was increased to £150,000 by the creation of 75,000 new Ordinary Shares of £1 each.

6. By resolution of the Company in General Meeting passed on the 25th April 1956 the capital of the Company was increased to £250,000 by the creation of 100,000 new Ordinary Shares of £1 each.

7. By resolution of the Company in General Meeting passed on the 16th February 1960 the capital of the Company was increased to £450,000 by the creation of 200,000 new Ordinary Shares of £1 each.

8. By resolution of the Company in General Meeting passed on 29th December 1960 the capital of the Company was increased to £550,000 by the creation of 100,000 new Ordinary 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
<p>FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.</p> <p>HUGH S. MUNNS, 4B, Frederick's Place, E.C. Solicitor.</p>	<p>ONE</p> <p>ONE</p>
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures:-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY, LIMITED
(Adopted by Special Resolution,
passed on 6th December, 1982)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as now amended by subsequent legislation including the Companies Act 1980 (which Regulations are hereinafter called 'Part I of Table A') shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.

2. Regulations 24, 75, 77 and 88 to 97 (inclusive) and 101 Part I of Table A shall not apply to the Company.

3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.

4. 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.

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than two. The Directors shall be appointed in all circumstances by Alfred Booth & Company, p.l.c. who shall from time to time be entitled to remove any Director from office. If any Director shall, die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth & Company, p.l.c. shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.

Any such appointment or removal shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly appointed therefor and shall take effect upon lodgement at the registered office of the Company.

7. There shall be a Chairman of the Company appointed from the Directors of the Company and such Chairman shall be appointed by Alfred Booth & Company, p.l.c., who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

10. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

11. The office of a Director shall be vacated in any of the following events, namely:-

- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.
- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he becomes of unsound mind.
- (d) If he be absent from meetings of the Directors for six successive months without leave.
- (e) If he be removed from office under Article 6.
- (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.

12. Alfred Booth & Company, p.l.c. shall have power from time to time to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by Alfred Booth & Company, p.l.c. with full power to make such arrangements as it thinks fit;
- (b) The Company shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act

shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.

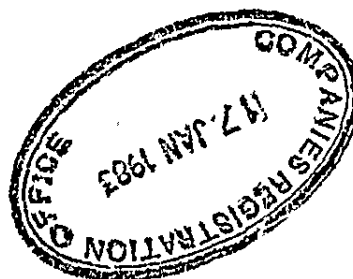
- (c) Alfred Booth & Company, p.l.c. may also from time to time remove any Divisional Director from office and if it so decides appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (d) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office under paragraph (c) of this Article.
- (e) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no Divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (f) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.
- (g) Any appointment or removal of a Divisional Director by Alfred Booth & Company, p.l.c. pursuant to paragraph (a) or (c) of this Article shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly authorised therefor and shall take effect upon lodgement at the registered office of the Company.

13. In these Articles the expression "the Act" shall, unless the context otherwise requires, mean the Companies Act 1948 or any statutory modification or re-enactment thereof for the time being in force.

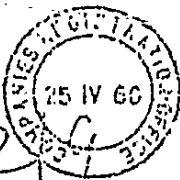
305.
THE COMPANIES ACTS, 1908 to 1980

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
UNIT CONSTRUCTION COMPANY, LIMITED

Incorporated the 6th day of February, 1919



153009/2

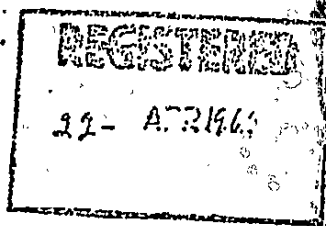


The Companies Acts, 1908 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OR

**THE UNIT CONSTRUCTION COMPANY,
LIMITED**

Passed 31st March, 1960.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 31st day of March, 1960, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION.

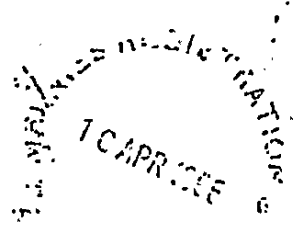
That the name of the Company be changed from "THE UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION COMPANY, LIMITED."

[Signature]

[Signature]

Chairman of the Meeting

SLSS—LSS400



No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the
approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited
company incorporated under the name of

UNIT CONSTRUCTION COMPANY, LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.

SL55-LS6489

J. W. M. O'Brien
Chairman. G. P. Meeting

16 APR 1966

No. 153009



Certificate of Incorporation.

I HEREBY CERTIFY, that THE UNIT CONSTRUCTION COMPANY, LIMITED is this day Incorporated under the Companies' Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London, this 6th day of February One thousand nine hundred and nineteen.

A. E. TAYLOR,

Assistant Registrar of Joint
Stock Companies.

THE COMPANIES ACTS, 1908 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

UNIT CONSTRUCTION COMPANY, LIMITED

(As altered by Special Resolution passed
on the 6th Day of December 1982)

1. The name of the Company is "UNIT CONSTRUCTION COMPANY, LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - (a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planning, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid, which may seem to the Company capable of being

turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees..

- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its making over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or

any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

(q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.

(r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(s) To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:-

1. By resolution of the Directors passed the 8th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares

of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

2. By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

3. By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £50,000 by the creation of 10,000 new Ordinary Shares of £1 each.

4. By resolution of the Company in General Meeting passed on the 3rd February 1938 the capital of the Company was increased to £75,000 by the creation of 15,000 new Ordinary Shares of £1 each.

5. By resolution of the Company in General Meeting passed on the 17th June 1947 the capital of the Company was increased to £150,000 by the creation of 75,000 new Ordinary Shares of £1 each.

6. By resolution of the Company in General Meeting passed on the 25th April 1956 the capital of the Company was increased to £250,000 by the creation of 100,000 new Ordinary Shares of £1 each.

7. By resolution of the Company in General Meeting passed on the 16th February 1960 the capital of the Company was increased to £450,000 by the creation of 200,000 new Ordinary Shares of £1 each.

8. By resolution of the Company in General Meeting passed on 29th December 1960 the capital of the Company was increased to £550,000 by the creation of 100,000 new Ordinary 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
<p>FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.</p>	ONE
<p>HUGH S. MUNNS, 4B, Frederick's Place, E.C. Solicitor.</p>	ONE
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures:-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY, LIMITED
(Adopted by Special Resolution,
passed on 6th December, 1982)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as now amended by subsequent legislation including the Companies Act 1980 (which Regulations are hereinafter called 'Part I of Table A') shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
 2. Regulations 24, 75, 77 and 88 to 97 (inclusive) and 101 Part I of Table A shall not apply to the Company.
 3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.
 4. 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.
 5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 6. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than two. The Directors shall be appointed in all circumstances by Alfred Booth & Company, p.l.c. who shall from time to time be entitled to remove any Director from office. If any Director shall, die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth & Company, p.l.c. shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.
- Any such appointment or removal shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly appointed therefor and shall take effect upon lodgement at the registered office of the Company.

7. There shall be a Chairman of the Company appointed from the Directors of the Company and such Chairman shall be appointed by Alfred Booth & Company, p.l.c., who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
10. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
11. The office of a Director shall be vacated in any of the following events, namely:-
- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.
 - (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (c) If he becomes of unsound mind.
 - (d) If he be absent from meetings of the Directors for six successive months without leave.
 - (e) If he be removed from office under Article 6.
 - (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.
12. Alfred Booth & Company, p.l.c. shall have power from time to time to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:
- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by Alfred Booth & Company, p.l.c. with full power to make such arrangements as it thinks fit;
 - (b) The Company shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act

shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.

- (c) Alfred Booth & Company, p.l.c. may also from time to time remove any Divisional Director from office and if it so decides appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (d) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office under paragraph (c) of this Article.
- (e) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no Divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (f) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.
- (g) Any appointment or removal of a Divisional Director by Alfred Booth & Company, p.l.c. pursuant to paragraph (a) or (c) of this Article shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly authorised therefor and shall take effect upon lodgement at the registered office of the Company.

13. In these Articles the expression "the Act" shall, unless the context otherwise requires, mean the Companies Act 1948 or any statutory modification or re-enactment thereof for the time being in force.

24/3 U. ✓



THE COMPANIES ACTS, 1948 to 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

UNIT CONSTRUCTION COMPANY, LIMITED

(Registered No. 153009) ✓

308

Passed the 17th day of February 1983

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 34 St. James's Street, London, SW1 on the 17th day of February 1983 the following RESOLUTION was passed as a SPECIAL RESOLUTION. ✓

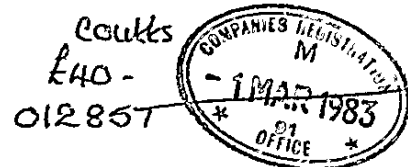
SPECIAL RESOLUTION

That the name of the Company be changed from "Unit Construction Company, Limited" to "Unit Construction Company Limited".

Certified to be a true copy

Richard [Signature] ✓

Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

153009

309

I hereby certify that

UNIT CONSTRUCTION COMPANY, LIMITED

having by special resolution changed its name, is now
incorporated under the name of

UNIT CONSTRUCTION COMPANY LIMITED

Given under my hand at Cardiff the 21ST MARCH 1983

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

A. W. W. W.

Assistant Registrar of Companies

310

2514

THE COMPANIES ACTS, 1908 to 1980

M E M O R A N D U M

and

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY LIMITED

Incorporated the 6th day of February, 1919



THE COMPANIES ACTS, 1948 to 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

UNIT CONSTRUCTION COMPANY, LIMITED
(Registered No. 153009)

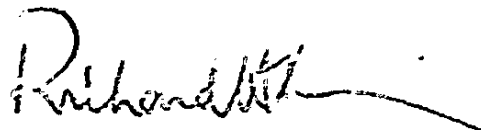
Passed the 17th day of February 1983

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 34 St. James's Street, London, SW1 on the 17th day of February 1983 the following RESOLUTION was passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the name of the Company be changed from "Unit Construction Company, Limited" to "Unit Construction Company Limited".

Certified to be a true copy



Chairman

THE COMPANIES ACTS, 1908 to 1980

SPECIAL RESOLUTION

of

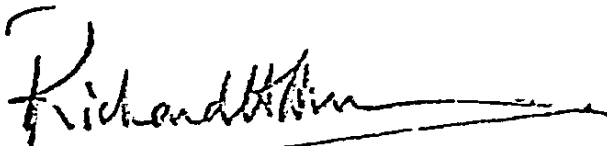
UNIT CONSTRUCTION COMPANY, LIMITED

PASSED 6TH DECEMBER 1982

At an EXTRAORDINARY GENERAL MEETING of the above named Company held on 6th day of December 1982, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.



CHAIRMAN

No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

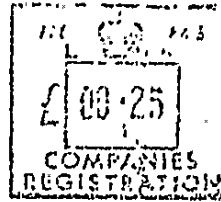
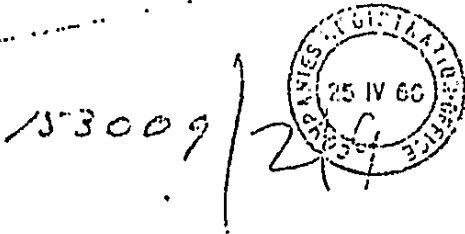
Now therefore I hereby certify that the Company is a limited company incorporated under the name of

UNIT CONSTRUCTION COMPANY, LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.

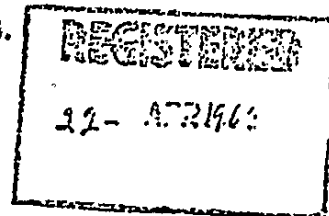


The Companies Act, 1908 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

OR

**THE UNIT CONSTRUCTION COMPANY,
LIMITED**

Passed 31st March, 1966.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, held on the 31st day of March, 1966, the following
RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION.

That the name of the Company be changed from "THE
UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION
COMPANY, LIMITED."

[Signature]

[Signature]
Chairman. *[Signature]*

[Circular stamp: RECEIVED... 10/4/66]

No. 153009



Certificate of Incorporation.

I HEREBY CERTIFY, that THE UNIT CONSTRUCTION COMPANY, LIMITED is this day Incorporated under the Companies' Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London, this 6th day of February One thousand nine hundred and nineteen.

A. E. TAYLOR,
Assistant Registrar of Joint
Stock Companies.

THE COMPANIES ACTS, 1908 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

UNIT CONSTRUCTION COMPANY LIMITED

(As altered by Special Resolution passed
on the 6th Day of December 1982)

1. The name of the Company is "UNIT CONSTRUCTION COMPANY LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - (a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planning, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situated in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid, which may seem to the Company capable of being

turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees..

- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its making over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or

any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

- (q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (s) To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:-

1. By resolution of the Directors passed the 8th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares

of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

2. By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

3. By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £60,000 by the creation of 10,000 new Ordinary Shares of £1 each.

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8. By resolution of the Company in General Meeting passed on 29th December 1960 the capital of the Company was increased to £550,000 by the creation of 100,000 new Ordinary 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
<p>FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.</p> <p>HUGH S. MUNNS, 4B, Frederick's Place, E.C. Solicitor.</p>	<p>ONE</p> <p>ONE</p>
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures:-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

THE COMPANIES ACTS 1908 - 1980

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY LIMITED
(Adopted by Special Resolution,
passed on 6th December, 1982)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as now amended by subsequent legislation including the Companies Act 1980 (which Regulations are hereinafter called 'Part I of Table A') shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
 2. Regulations 24, 75, 77 and 88 to 97 (inclusive) and 101 Part I of Table A shall not apply to the Company.
 3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.
 4. 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.
 5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
 6. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than two. The Directors shall be appointed in all circumstances by Alfred Booth & Company, p.l.c. who shall from time to time be entitled to remove any Director from office. If any Director shall, die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth & Company, p.l.c. shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.
- Any such appointment or removal shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly appointed therefor and shall take effect upon lodgement at the registered office of the Company.

7. There shall be a Chairman of the Company appointed from the Directors of the Company and such Chairman shall be appointed by Alfred Booth & Company, p.l.c., who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

10. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

11. The office of a Director shall be vacated in any of the following events, namely:-

- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.
- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he becomes of unsound mind.
- (d) If he be absent from meetings of the Directors for six successive months without leave.
- (e) If he be removed from office under Article 6.
- (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.

12. Alfred Booth & Company, p.l.c. shall have power from time to time to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by Alfred Booth & Company, p.l.c. with full power to make such arrangements as it thinks fit;
- (b) The Company shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act

shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.

- (c) Alfred Booth & Company, p.l.c. may also from time to time remove any Divisional Director from office and if it so decides appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (d) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office under paragraph (c) of this Article.
- (e) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no Divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (f) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.
- (g) Any appointment or removal of a Divisional Director by Alfred Booth & Company, p.l.c. pursuant to paragraph (a) or (c) of this Article shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly authorised therefor and shall take effect upon lodgement at the registered office of the Company.

13. In these Articles the expression "the Act" shall, unless the context otherwise requires, mean the Companies Act 1948 or any statutory modification or re-enactment thereof for the time being in force.

01 153009
327

THE COMPANIES ACTS, 1948 TO 1985

COMPANY LIMITED BY SHARES

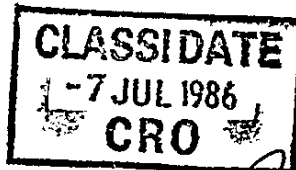
SPECIAL RESOLUTION

- of -

UNIT CONSTRUCTION COMPANY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 33 London Road, Reigate, on the 19th day of June 1986, the following SPECIAL RESOLUTION was duly passed, viz: that Clause 3(s) of the Memorandum of Association be deleted and the following Clause substituted.:

- (s) To guarantee in any manner the payment of any moneys, the discharge of any debts and liabilities and the performance of any kind of obligation by any person, firm or corporation, wherever resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to give any kind of indemnity or other undertaking in relation to the foregoing, to secure any such guarantee, indemnity or undertaking or the payment, discharge and performance of any such moneys, debts, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind upon the whole or any part of the undertaking, property and assets of the Company, present and future, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any debenture stock, loan stock, bonds, notes or other securities which have been or may be issued or allotted (whether in England or elsewhere) by any person, firm or corporation and to effect all kinds of similar transactions under the laws of England or any other country or territory.

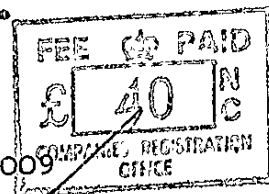


R. Clark

CHAIRMAN



COMPANY NO. 153009



THE COMPANIES ACT, 1948 TO 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

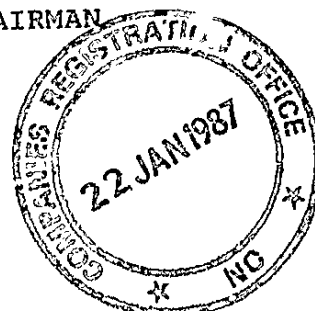
of

UNIT CONSTRUCTION COMPANY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 33 London Road, Reigate, on the 14th day of January 1987, the following SPECIAL RESOLUTION was duly passed.

THAT the name of the Company be changed from
UNIT CONSTRUCTION COMPANY LIMITED to
JOHN MOWLEM HOMES LIMITED

.....
CHAIRMAN



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 153009

333

I hereby certify that

UNIT CONSTRUCTION COMPANY LIMITED

having by special resolution changed its name, is now
incorporated under the name of
JOHN MOWLEM HOMES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5TH FEBRUARY 1987

Mrs. Moss.
MRS. M. MOSS

an authorised officer

No. 153009

153009

334

THE COMPANIES ACTS, 1908 to 1980

M E M O R A N D U M

and

A R T I C L E S O F A S S O C I A T I O N

of

JOHN MOWLEM HOMES
~~UNIT CONSTRUCTION COMPANY LIMITED~~

Incorporated the 6th day of February, 1919



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

153009

I hereby certify that

UNIT CONSTRUCTION COMPANY, LIMITED

**having by special resolution changed its name, is now
incorporated under the name of**

UNIT CONSTRUCTION COMPANY LIMITED

Given under my hand at Cardiff the 21ST MARCH 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P WALKER

Assistant Registrar of Companies

C172

THE COMPANIES ACTS, 1948 to 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

UNIT CONSTRUCTION COMPANY, LIMITED

(Registered No. 153009)

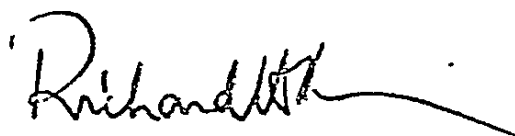
Passed the 17th day of February 1983

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 34 St. James's Street, London, SW1 on the 17th day of February 1983 the following RESOLUTION was passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the name of the Company be changed from "Unit Construction Company, Limited" to "Unit Construction Company Limited".

Certified to be a true copy



Chairman

THE COMPANIES ACTS, 1908 to 1980

SPECIAL RESOLUTION

of

UNIT CONSTRUCTION COMPANY, LIMITED

PASSED 6TH DECEMBER 1982

At an EXTRAORDINARY GENERAL MEETING of the above named Company held on 6th day of December 1982, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.

Richard Wilson

CHAIRMAN

No. 153009



Certificate of Incorporation on Change of Name

Whereas

THE UNIT CONSTRUCTION COMPANY, LIMITED

was incorporated as a limited company under the
COMPANIES ACTS, 1908 TO 1917

on the SIXTH DAY OF FEBRUARY, 1919

And Whereas by special resolution of the Company and with the
approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited
company incorporated under the name of

UNIT CONSTRUCTION COMPANY, LIMITED

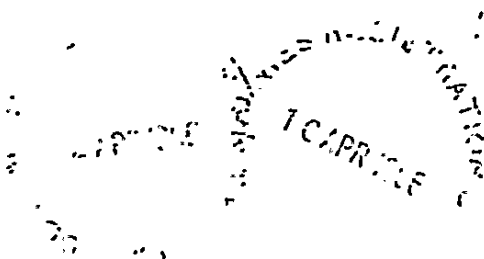
Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whisfield

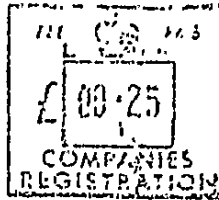
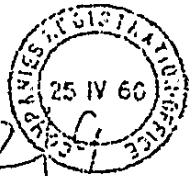
Assistant Registrar of Companies.

SLSS-LS5429

G. H. H. H.
Chairman, G. H. H. H.



153009/24



The Companies Act, 1908 to 1917,

AND

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

11- APR 1961

Special Resolution

OF

THE UNIT CONSTRUCTION COMPANY,
LIMITED

Passed 31st March, 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, held on the 31st day of March, 1961, the following
RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

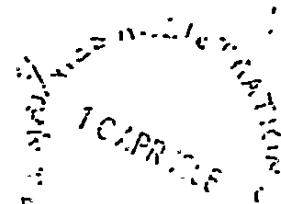
SPECIAL RESOLUTION.

That the name of the Company be changed from "THE
UNIT CONSTRUCTION COMPANY, LIMITED" to "UNIT CONSTRUCTION
COMPANY, LIMITED."

[Signature]

[Signature]
Chairman of the Meeting

SLES-LS5000



No. 153009



Certificate of Incorporation.

I HEREBY CERTIFY, that THE UNIT CONSTRUCTION COMPANY, LIMITED is this day Incorporated under the Companies' Acts, 1908 to 1917, and that the Company is LIMITED.

GIVEN under my hand at London, this 6th day of February One thousand nine hundred and nineteen.

A. E. TAYLOR,

Assistant Registrar of Joint
Stock Companies.

THE COMPANIES ACTS, 1908 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

~~JOHN MOWLEM HOMES~~
~~UNIT CONSTRUCTION COMPANY~~ LIMITED

(As altered by Special Resolution passed
on the 6th Day of December 1982)

1. The name of the Company is ~~"UNIT CONSTRUCTION COMPANY LIMITED"~~ *"JOHN MOWLEM HOMES LIMITED"*.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are :-
 - (a) To carry on in the United Kingdom or elsewhere abroad the business of Builders and Contractors and Engineers, including the carrying out of contracts for the construction of houses, cottages, artisans' dwellings and the like, and all kinds of buildings, of public works of every kind, brick and tile merchants and manufacturers, timber merchants, colliery proprietors, stone quarry owners, electricians, concessionaires, manufacturers, patentees and dealers in all materials and things used in connection with any of the above objects or otherwise, and to carry on any other businesses which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable any of the Company's property or rights.

- (b) To purchase, take on lease, or in exchange, or otherwise acquire any land, site or buildings, and any estate or interest in, and any rights connected with any such land, site, or buildings for the purpose of developing and turning the same to account for occupation, letting or selling, and generally to acquire any real or personal property, rights or privileges which may be suitable or convenient for the purposes of the Company's business.
- (c) 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, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planning, paving, draining, farming, cultivating, letting on building lease, or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (d) To construct, execute, carry out, equip, maintain, improve, work, develop, administer, manage carry on or control in the United Kingdom and in any colony or dependency thereof, and in any foreign country any waterworks, gasworks, roads, railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigations, reclamations, improvements, viaducts and engineering works of all kinds, sewage, drainage, sanitary works, electric power, heat and light supply works, hydraulic works, telephone works, telegraph works, transport and postal arrangements, hotels, warehouses, factories, sawmills, smelting works, furnaces, stations, bridges, markets, clubs, restaurants, baths, places of worship, schools, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and public buildings, works and conveniences of all kinds, and all other works and conveniences which the Company may think directly or indirectly conducive to these objects, whether situate in the United Kingdom or any colony or dependency thereof, or in any foreign country, and to contribute or otherwise assist or take part in the construction, execution, maintenance, development, working, control, and management thereof.
- (e) To apply for, purchase or otherwise acquire any contracts, decrees and concessions, rights, powers and privileges whatsoever in the United Kingdom, and in any colony or dependency thereof, and in any foreign country, for or in relation to such works and objects as aforesaid which may seem to the Company capable of being

turned to account, and to undertake, execute, carry out, develop, dispose of or otherwise turn to account the same.

- (f) To apply for, purchase or otherwise acquire, and to use any British or foreign letters patent, trade marks, brevets d'invention, licences, concessions, rights, privileges, trade secrets, mysteries, processes or inventions that may usefully be employed or availed of in carrying on or in relation to any business for the time being of the Company, and to make application for the grant, extension or prolongation of any such letters patent, trade marks, brevets d'invention, licences, concessions, rights, and privileges in the United Kingdom, and in any colony or dependency thereof, and in any foreign country.
- (g) To acquire and carry on all or any part of the property or business of any person, firm, association or company possessed of property suitable for any purposes of this Company, or carrying on, or in the case of a company formed to carry on any business which this Company is authorised to carry on, and in connection with any such transaction to undertake any liabilities relating to the property or business acquired, and to acquire, hold, or dispose of all or any part of the Share Capital, and to undertake all or any of the obligations of any such company as mentioned in this sub-section.
- (h) To sell, let, dispose of or otherwise deal with the whole or any part of the property and undertaking of the Company on any terms and for any consideration.
- (i) To sell the patents, patent rights or secret processes acquired by the Company or any of them, and to grant licences to use the same or any of them, or any part thereof respectively, to any person or persons, company or companies, and on such terms, whether by way of royalty or not, as the Company shall think fit.
- (j) To accept in consideration for any property let, sold, or disposed of, or any service rendered, or to purchase, subscribe for or otherwise acquire, and to underwrite, hold, and deal in and to give any guarantee with regard to the shares, stocks or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any shares, stocks or obligations amongst the members of the Company in specie, and to allow any shares belonging to the Company to be registered in the name or names of any nominee or nominees.

- (k) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest thereon or for any other purpose, to mortgage or charge the undertaking and all or any part of the property or rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes, or other negotiable instruments, and lend money.
- (l) To establish and support or to aid in the establishment and support of associations, institutions, funds or conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, bonuses and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (m) To promote and form any company with a view of its making over any business or property of, or entering into any partnership, joint adventure or working arrangement with this Company, or assisting this Company in any way, and to underwrite or give any guarantee in respect of the shares or obligations of any such company.
- (n) To apply for, obtain, or promote any Act of Parliament, Provisional Order, licence or concession, for the purpose of securing powers for the construction of any works or undertakings hereinbefore mentioned, and carrying on the same, or extending or varying the objects and powers of the Company, or to enable it more conveniently to carry on business or any class of business in any country, and to support, oppose or resist any proceedings in Parliament or elsewhere which may in any way affect any of the businesses carried on by the Company, or any venture in which the Company may be interested, and to make all payments, give all pledges or undertakings, and to abandon or agree to any limitation of the Company's powers, and to do all things necessary to enable the Company to obtain the same, or comply with the terms thereof.
- (o) To procure the registration or other local recognition of the Company in any foreign country or any colony or dependency of Great Britain or of any foreign country.
- (p) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or

THE COMPANIES ACTS, 1948 TO 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

UNIT CONSTRUCTION COMPANY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at 33 London Road, Reigate, on the 19th day of June 1986, the following SPECIAL RESOLUTION was duly passed, viz: that Clause 3(s) of the Memorandum of Association be deleted and the following Clause substituted.:

- (s) To guarantee in any manner the payment of any moneys, the discharge of any debts and liabilities and the performance of any kind of obligation by any person, firm or corporation, wherever resident, formed or incorporated, including, but without limitation, any corporation which is a holding company, a subsidiary or a fellow subsidiary of the Company, to give any kind of indemnity or other undertaking in relation to the foregoing, to secure any such guarantee, indemnity or undertaking or the payment, discharge and performance of any such moneys, debts, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind upon the whole or any part of the undertaking, property and assets of the Company, present and future, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any debenture stock, loan stock, bonds, notes or other securities which have been or may be issued or allotted (whether in England or elsewhere) by any person, firm or corporation and to effect all kinds of similar transactions under the laws of England or any other country or territory.

K. D. Clark

CHAIRMAN

any company formed or promoted as aforesaid, and the issue of the capital of the Company or any company promoted or formed as aforesaid, including brokerage and commissions for taking, underwriting, obtaining applications for, or placing shares.

- (q) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction, or as a joint adventure with any other person, firm, association or company, and in any part of the world.
- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (s) ~~To guarantee the performance of any contract or obligations and the payment of money to or by any person or Company, and generally to give guarantees or indemnities.~~

4. The liability of the members is limited.

5. The Capital of the Company is £50,000, divided into 50,000 shares of £1 each, with power to increase its capital and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or ranking equally with any other shares, whether preference, ordinary or deferred, and whether then already issued or not, or as deferred shares, and with any special right of or restriction against voting, or without any right of voting, and with power to alter its regulations from time to time, so far as necessary to give effect to any such preference or priority or special right or restriction as well as in any other particular, and with power upon the sub-division of a share to apportion the right to participate in profits in any manner as between the several shares resulting from such sub-division.

Note:-

1. By resolution of the Directors passed the 8th day of September, 1919, duly sanctioned at an Extraordinary General Meeting of the Company held on the 17th day of September, 1919, the capital was increased to £20,000, by the creation of 19,900 new shares of £1 each, and at an Extraordinary General Meeting of the Company held on the 8th day of April, 1920 the Directors were authorised to increase the capital to £50,000 by the creation of an additional 30,000 new shares

of £1 each, of which 10,000 were to be ordinary shares and 20,000 preference shares, and by resolution of the Directors passed the 15th day of April, 1920 the capital was increased accordingly.

2. By resolution of the Company passed 22nd January 1929 and confirmed 7th February 1929 the 20,000 Preference Shares of £1 each were converted into 20,000 Ordinary Shares of £1 each.

3. By resolution of the Company in General Meeting passed 11th January 1935 the capital of the Company was increased to £60,000 by the creation of 10,000 new Ordinary Shares of £1 each.

4. By resolution of the Company in General Meeting passed on the 3rd February 1938 the capital of the Company was increased to £75,000 by the creation of 15,000 new Ordinary Shares of £1 each.

5. By resolution of the Company in General Meeting passed on the 17th June 1947 the capital of the Company was increased to £150,000 by the creation of 75,000 new Ordinary Shares of £1 each.

6. By resolution of the Company in General Meeting passed on the 25th April 1956 the capital of the Company was increased to £250,000 by the creation of 100,000 new Ordinary Shares of £1 each.

7. By resolution of the Company in General Meeting passed on the 16th February 1960 the capital of the Company was increased to £450,000 by the creation of 200,000 new Ordinary Shares of £1 each.

8. By resolution of the Company in General Meeting passed on 29th December 1960 the capital of the Company was increased to £550,000 by the creation of 100,000 new Ordinary 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
<p>FREDERICK GARWOOD ROGERS, 1, Courtauld Road, Bocking, Essex. Secretary.</p> <p>HUGH S. MUNNS, 4B, Frederick's Place, E.C. Solicitor.</p>	<p>ONE</p> <p>ONE</p>
Total Shares taken	TWO

DATED this 5th day of February, 1919.

WITNESS to the above Signatures:-

GEORGE BURL,
Clerk to Messrs. Munns & Longden,
4B Frederick's Place, E.C.
Solicitors.

THE COMPANIES ACTS 1908 - 1980

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

of

UNIT CONSTRUCTION COMPANY LIMITED
(Adopted by Special Resolution,
passed on 6th December, 1982)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as now amended by subsequent legislation including the Companies Act 1980 (which Regulations are hereinafter called 'Part I of Table A') shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
2. Regulations 24, 75, 77 and 88 to 97 (inclusive) and 101 Part I of Table A shall not apply to the Company.
3. The share capital of the Company is £550,000 divided into 550,000 shares of £1 each.
4. 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.
5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
6. Unless and until otherwise resolved by the Company in General Meeting the Directors shall not be less than two. The Directors shall be appointed in all circumstances by Alfred Booth & Company, p.l.c. who shall from time to time be entitled to remove any Director from office. If any Director shall, die, resign, be removed from office or cease to be a Director for any other reason Alfred Booth & Company, p.l.c. shall be entitled to appoint another Director in his place and also to appoint additional Directors to the Board as constituted at any time.

Any such appointment or removal shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly appointed therefor and shall take effect upon lodgement at the registered office of the Company.

7. There shall be a Chairman of the Company appointed from the Directors of the Company and such Chairman shall be appointed by Alfred Booth & Company, p.l.c., who shall be entitled to appoint successors whenever the Chairman shall, for any reason, cease to hold office. The Chairman shall preside at all meetings of Directors, and if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
10. Provided a Director declares his interest in a contract or arrangement with the Company in manner provided by the Act he shall be counted in the quorum at any meeting of the Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof, and if he shall vote his vote shall be counted and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
11. The office of a Director shall be vacated in any of the following events, namely:-
- (a) If he resigns his office by notice in writing under his hand sent to or left at the registered office of the Company.
 - (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (c) If he becomes of unsound mind.
 - (d) If he be absent from meetings of the Directors for six successive months without leave.
 - (e) If he be removed from office under Article 6.
 - (f) If he cease to be a Director by virtue of, or becomes prohibited from being a Director by reason of any order made under any provision of the Act.
12. Alfred Booth & Company, p.l.c. shall have power from time to time to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:
- (a) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by Alfred Booth & Company, p.l.c. with full power to make such arrangements as it thinks fit;
 - (b) The Company shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act

shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.

- (c) Alfred Booth & Company, p.l.c. may also from time to time remove any Divisional Director from office and if it so decides appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (d) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office under paragraph (c) of this Article.
- (e) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these Articles and no Divisional Director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (f) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.
- (g) Any appointment or removal of a Divisional Director by Alfred Booth & Company, p.l.c. pursuant to paragraph (a) or (c) of this Article shall be under the hand of an officer of Alfred Booth & Company, p.l.c. duly authorised therefor and shall take effect upon lodgement at the registered office of the Company.

13. In these Articles the expression "the Act" shall, unless the context otherwise requires, mean the Companies Act 1948 or any statutory modification or re-enactment thereof for the time being in force.

G

COMPANIES FORM NO.123

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

153009

Name of company

JOHN MOWLEM HOMES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 11/12/1992 the nominal capital of the company has been

increased by £ 5000000.00 beyond the registered capital of £ 550000.00

A copy of the resolution authorising the increase is attached.

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 follow:

Please tick here if
continued overleaf

☐

† Insert Director,
Secretary
Etc

Signed

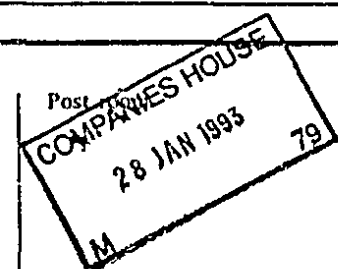
Designation†

Date

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

JOHN MOWLEM HOMES LTD
UNIT HOUSE
33 LONDON ROAD
REIGATE
SURREY RH2 9H2 TEL:0737 247511

For official Use
General Section



BLUEPRINT

CH APP

Company Number: 153009

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

JOHN MOWLEM HOMES LIMITED

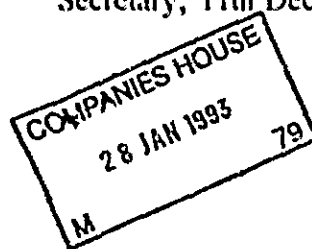
passed on the eleventh day of December 1992

At an EXTRAORDINARY GENERAL MEETING of the Company held at Unit House, 33 London Road, Reigate, Surrey on 11th December 1992 the following Resolution was passed as an Ordinary Resolution:

THAT:-

- (1) The authorised share capital of the Company be and is hereby increased from £550,000 to £5,550,000 by the creation of 5,000,000 additional Ordinary Shares of £1 each.
- (2) Pursuant to Section 95(1) of the Companies Act 1985, the Directors are hereby given the power to allot Ordinary Shares in the Company as if section 89(1) of the Companies Act 1985 did not apply to any such allotment.

.....
Secretary, 11th December 1992



G

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

153009

Name of company

John Howlem Homes Limited

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 6

The current accounting reference period of the company is to be treated as [shortened][extended]* and ~~is to be treated as having come to an end~~[will come to an end]* on

Day Month Year

3 0 0 6 1 9 9 4

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
The company is a [subsidiary][parent] undertaking of

company number

the accounting reference date of which is

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
An administration order was made in relation to the company on
and it is still in force.

Signed

C. H. L. The

Designation Secretary

Date 19th July 1994

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

Beazer House
Lower Bristol Road
Bath
Avon
BA2 3EY

For official use
D.E.B.

Post room

Jordans

PC SECRETARY SOFTWARE



ANK9X39L

A23 RECEIPT DATE: 26/07/94



Telephone 0483 303000
Telefax 0483 68732
DX 83150 Guildford 2

Private & confidential
The Directors
John Mowlem Homes Limited
Unit House
33 London Road
Reigate
Surrey RH2 9HZ

Our ref FMR-L235.07n

13 July 1994

Dear Sirs

Notice of Resignation

Following the acquisition of the company, we hereby give notice of our resignation as auditors of your company with effect from today.

We enclose our statutory statement given in connection with our ceasing to act.

Yours faithfully

16 June 1964

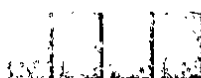
KPMG Peat Marwick

Enclosures



ANK9Z39N 東

A23 RECEIPT DATE: 26/07/94



1. The first part of the document is a list of names and their corresponding page numbers. The names are: "1. The first part of the document is a list of names and their corresponding page numbers."

[illegible]



Telephone 0483 303000
Telefax 0483 68732
DX 83150 Guildford 2

Our ref FMR-L237.07n

Dear Sirs

Following our resignation as auditors, we report that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Kling Beat March

ANK9Y39M 東

A23 RECEIPT DATE: 26/07/94



ප්‍රකාශන: 01-00-09
 ආරම්භක පරිදි: 01-00-09

... ..

*The address for the above is: The British Council, 10, Whitehall, London SW1A 2EG.

No: 0153009

CERTIFIED TRUE COPY

C. V. Reed Thun
COMPANY SECRETARY
PENZER HUBER Plc
21/7/94

THE COMPANIES ACT 1985 (AS AMENDED)

Private Company Limited by Shares

RESOLUTIONS

OF

JOHN MOWLEM HOMES LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on 13th July, 1994 the following resolution were passed as special resolutions:-

SPECIAL RESOLUTIONS

1. THAT:

- (i) the authorised share capital of the Company be and it is hereby increased from £5,550,000 to £6,050,000 by the creation of an additional 500,000 Ordinary Shares of £1 each;
- (ii) in addition and without prejudice to any other authority conferred upon the Directors to allot relevant securities, the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £500,000 provided that this



ANKA239Y

A23 RECEIPT DATE: 26/07/94

authority shall expire on 31st July, 1994 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

- (iii) pursuant to Section 95 of the Act, the directors be and they are hereby authorised, generally and unconditionally, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to any such allotment, provided that the power hereby conferred shall be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000 and shall expire on 31st July, 1994 save that the Company may before the expiry of the power hereby conferred make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power hereby conferred had not expired.

Ch Barton

.....

Chairman of the Meeting

FM0237.94D

G

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

--	--	--	--

153009

Name of company

* JOHN MOWLEM HOMES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13 JULY 1994 the nominal capital of the company has been
increased by £ 500,000 beyond the registered capital of £ 5,550,000.

§ 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:

The Regulations contained in Part 1 of Table A in the First Schedule of the
Companies Act, 1948.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePlease tick here if
continued overleaf☐

Signed

Designation†
Secretary

Date

21/7/94

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

Beazer Homes Plc
Beazer House
Lower Bristol Road
Bath
BA2 3EY
(Ref. C W Pamshaw Thomas)

For official Use
General Section

Post room



ANKA339Z

[23] RECEIPT DATE: 26/07/94

Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 153009

The Registrar of Companies for England and Wales hereby certifies that

JOHN MOWLEM HOMES LIMITED

having by special resolution changed its name, is now incorporated
under the name of

LEECH HOMES (SOUTHERN) LIMITED

Given at Companies House, Cardiff, the 5th September 1994



C00153009U

A. Harrison
ANDREW HARRISON

For The Registrar Of Companies



C O M P A N I E S H O U S E

COMPANY NUMBER 153009

CERTIFIED TRUE COPY

Cl. H. H. Th...

COMPANY SECRETARY

THE COMPANIES ACTS 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

JOHN MOWLEM HOMES LIMITED



At an Extraordinary General Meeting of the above-named company duly convened and held on 1 September, 1994 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Leech Homes (Southern) Limited.

[Signature]

.....
Chairman



No: 0153009

RES. FOR
NO ACTION TAKEN
CHANGE OF NAME
THE COMPANIES ACT 1985 (AS AMENDED)

CERTIFIED TRUE COPY

Ch. H. L.
COMPANY SECRETARY

Private Company Limited by Shares

RESOLUTIONS

OF

JOHN MOWLEM HOMES LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held on 13th July, 1994 the following resolution were passed as special resolutions

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
SPECIAL RESOLUTIONS
CHANGE OF NAME

1. THAT:

(i) the authorised share capital of the Company be and it is hereby increased from £5,550,000 to £6,050,000 by the creation of an additional 500,000 Ordinary Shares of £1 each;

(ii) in addition and without prejudice to any other authority conferred upon the Directors to allot relevant securities, the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £500,000 provided that this

RES. FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME



authority shall expire on 31st July, 1994 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

- (iii) pursuant to Section 95 of the Act, the directors be and they are hereby authorised, generally and unconditionally, to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by this resolution as if section 89(1) of the Act did not apply to any such allotment, provided that the power hereby conferred shall be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000 and shall expire on 31st July, 1994 save that the Company may before the expiry of the power hereby conferred make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power hereby conferred had not expired.

2. THAT the name of the Company be changed to 'Unit Homes Limited'

CR Barton

 Chairman of the Meeting

FM0237.94D