

THE COMPANIES ACT, 1948."



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

Declaration of Compliance

requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said
half of a Company proposed to be registered as A. E. Taylor
(Builders) LIMITED.

Hubert Thomas Cooper
Warwick Row Consulting Engineer

I do hereby and sincerely declare that I am "a Solicitor of the Supreme
Court engaged in the formation

E. Taylor (Builders)

(*) Here either "AS of the Supreme Court engaged in the formation of a company" or "A person acting as a Director or Secretary" must be written over the signature.

Limited,

all the requirements of the Companies Act, 1948, in respect of matters precedent
registration of the said Company and incidental thereto have been complied with.
I make this solemn Declaration conscientiously believing the same to be true and by
the provisions of the "Statutory Declarations Act, 1835."

at Consulting in the
of Warwick
day of April
and nine hundred and four
hundred
A Commissioner for Oaths.

Hubert Thomas Cooper

REGISTERED

8 - MAY 1954

SHAW & BLAKE, Ltd.
Bell Yard, Temple Bar,
LONDON, W.C.2

ed for registration by

E: HOLBORN 8855 (2 lines).

TELEGRAMS: "DUNTERYME, ESTAND, LONDON."

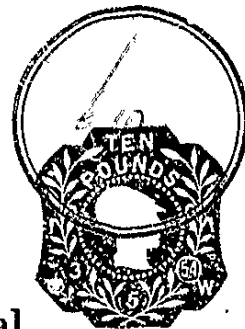
SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

No of Certificate

533025/2

Form No. 25.

THE COMPANIES ACT, 1948.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF

A. E. Taylor (Builders)

LIMITED,

is

Two thousand

Pounds, divided

into

2000

Shares of

One pound

each.

Signature

L. B. Kent

Description

Director

(State whether Director or Secretary)

REGISTERED

8 - MAY 1954

Dated the

29th

day of

April

1954

Presented for registration by

SHAW & BLAKE, Ltd.

Bell Yard, Temple Bar, London, W.C.2.

LONDON, W.C.2.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTIME, EASTMAN, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2



THE COMPANIES ACT, 1918.



COMPANY LIMITED BY SHARES

Memorandum of Association

REGISTERED

8 - MAY 1954

OF

A. E. TAYLOR (BUILDERS) LIMITED

1. The name of the Company is "A.E. TAYLOR (BUILDERS) LIMITED".

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

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

(a) To carry on business as builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds.

(b) To manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds and to buy, take on lease or otherwise acquire land for the purposes of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.

SHAW & BLAKE, 144.
Bell Yard, Temple Bar,
LONDON, W.C.2.

20 APR 1954

3010

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p><i>Albert Edward Taylor</i> <i>1 Kenpas Highway</i> <i>Coventry</i> <i>Builder</i></p> <p><i>Luther Basil Kent</i> <i>134 Broad Lane</i> <i>Coventry</i> <i>Estate Agents.</i></p>	<p><i>One.</i></p> <p><i>One.</i></p>

DATED this *29th* day of *April* 1954.

WITNESS to the above signatures :-

[Signature] *12*
Solicitor
Coventry



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

Articles of Association

OF

A. E. TAYLOR (BUILDERS) LIMITED

REGISTERED

3 - MAY 1954

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £2,000 divided into 2,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. 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.

8. Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

9. Every member or other person who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention. That notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price to be agreed upon by the Vendor and the Board, or in default of agreement, at a price which the Auditor of the Company for the time being shall certify, by writing under his hand, to be in his opinion, the fair selling value thereof as between a willing Vendor and a willing purchaser.

10. Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within 21 days from the date of the said notice whether he is willing to purchase any, and if so what maximum number, of the said shares.

11. At the expiration of the said 21 days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) so far as may be pro rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he make default in so

doing the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer of the shares to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.

12. In the event of the whole of the said shares not being sold under Article 9 the Vendor may, at any time within six calendar months after the expiration of the said 21 days, transfer the shares not sold to any person and at any price.

13. Articles 8, 9, 10, 11 and 12 hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by personal representatives to a legatee under the Will of, or to the husband, wife or next of kin of, a deceased member, nor to a transfer by a trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.

14. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

15. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

16. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be ALBERT EDWARD TAYLOR of 1 Kenpas Highway, Coventry and LUTHER BOOTH KENT of 134 Broad Lane, Coventry.

17. The said Luther Booth Kent shall be Chairman of the Company as long as he holds 1,000 shares in the Company.

18. The said Albert Edward Taylor shall be Managing Director of the Company as long as he holds 1,000 shares in the Company.

POWERS AND DUTIES OF DIRECTORS

19. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

20. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

21. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

22. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

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

MANAGING DIRECTORS AND MANAGERS

24. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

25. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

26. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p>Albert Edward Taylor 1 Kenpas Highway Coventry Builder</p> <p>Lillian Booth Kent 134 Broad Lane Coventry Estate Agent</p>

DATED this 29th day of April 1954.

WITNESS to the above signatures :-

Handwritten signature
Solicitor
Coventry

DUPLICATE FOR THE FILE

No. 533026



Certificate of Incorporation

I Hereby Certify, That

A.E. TAYLOR (BUILDERS) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Eighth day of May One Thousand Nine Hundred and Fifty four.

L. D. Langford
Registrar of Companies

Certificate
received by

W. H. Jones for S. H. Ltd

Date 10/5/54

0196/2269/58

533026/25

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.



Special Resolution

- of -

A.E. TAYLOR (BUILDERS) LIMITED

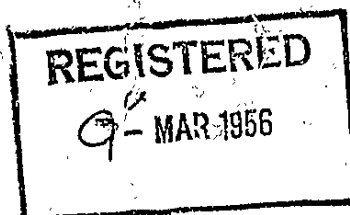
Passed the 23rd day of February, 1956.

AT A GENERAL MEETING of the members of the above named Company duly convened and held at the Registered Office of the Company on the 23rd day of February, 1956, the following SPECIAL RESOLUTION was duly passed :-

"THAT the name of the Company be changed to that of TAKELEYS LIMITED."

Chairman.

L.B. Hens



No. C.172.

DUPLICATE FOR THE FILE.

No. 533026 /9



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

A. E. TAYLOR (BUILDERS) LIMITED

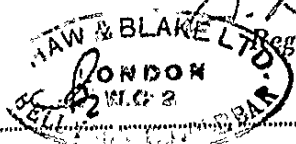
having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

TAKELEYS LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **thirteenth** day of **March** One thousand nine hundred and fifty **six**.

Certificate received by



Date

10/3/56

619

No.
1

208

Company Number.....533026.....



B

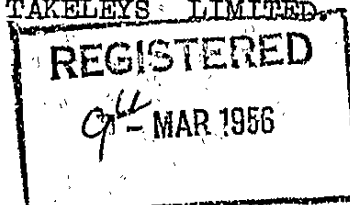
Reference: C.R. 98/2269/55

BOARD OF TRADE,

COMPANIES ACT, 1948

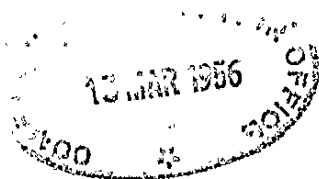
.....A. E. TAYLOR (BUILDERS)..... Limited

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 TAKELEYS LIMITED.



Signed on behalf of the Board of Trade

this thirteenth day of March 1956.



W. J. Paul for

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

No. C. 60.

No. of Company 533026

12-2
43

The Companies Acts 1929 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

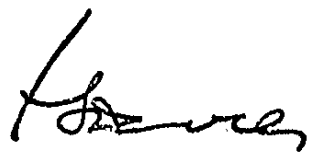
TAKELEYS LIMITED

(Passed 8th January 1979)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 8th January 1979 the following Resolution was passed as a Special Resolution:-

That the regulations contained in the document of which a copy has been produced to this Meeting and subscribed by the Chairman thereof are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof

DATED 8th January 1979



Chairman of the Meeting



The Companies Acts 1948 to 1976

C O M P A N Y L I M I T E D B Y S H A R E S

NEW

ARTICLES OF ASSOCIATION

(Adopted by a Special Resolution
passed on 8th January 1979)

of

TAKELEYS LIMITED

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company
2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations 1, 3, 4 and 5 of Part II of Table A shall not apply to the Company
3. In these Articles the expression "the Controlling Company" means Bryant Homes Limited

SHARES

4. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such person, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act



LIEN

5. In regulation II of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted

TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal

GENERAL MEETINGS

8. 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. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum

9. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum"

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

DIRECTORS

12. In these Articles the words "the Directors" means the Board of Directors of the Company for the time being and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include a "Departmental Director" or "Departmental Directors" (as hereinafter defined) who shall not be deemed to be a member or members of the Board or any committee thereof

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

13.1 Any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company, and

13.2 Any other person approved by the Board of directors of the Controlling Company for so long only as such person is approved by such Board

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article

14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company

15. 15.1 The Directors may from time to time appoint any Manager or other officer or person in the employment of the Company to be a Departmental Director of the Company

15.2 A Departmental Director shall not be required to hold any share qualification

15.3 The appointment of a person to be a Departmental Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Departmental Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under Section 188 of the Act, or any statutory modification or re-enactment thereof for the time being in force, or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Departmental Director or in the event of his being removed from office by a resolution of a majority of the Directors

15.4 The appointment, removal and remuneration of the Departmental Directors shall be determined by the Directors with full power to make such

arrangements as the Directors may think fit and the Directors 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 the Departmental Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Departmental Directors except with his or their knowledge and consent

15.5 In calculating the number to form a quorum at any meeting of the Directors any Departmental Directors present shall not be counted. A Departmental Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting

16. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract or service between him and the Company

17. The Directors shall have power at any time, and from time to time to appoint any person eligible under Article 13 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors

18. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine

19. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

POWERS AND DUTIES OF DIRECTORS

20. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company

21. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or

other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein

DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (3) If he becomes of unsound mind
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act;
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act
- (6) If he is removed from office under Article 16
- (7) If he ceases to be eligible under Article 13


ROTATION OF DIRECTORS

23. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

24. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company

The above document is a copy of the regulations submitted to an Extraordinary General Meeting of the Company duly convened and held on 8th January 1979, and at such Meeting approved and adopted by Special Resolution as the Articles of Association of the Company.


Chairman

Company Number 533026

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

A.E. Taylor (Builders) Limited is this day incorporated under the Companies Act 1948 and that the Company is limited

GIVEN under my hand at London this 8th day of May one thousand nine hundred and fifty four

W.B. LANGFORD

Registrar of Companies



The Companies Acts 1948

C O M P A N Y L I M I T E D B Y S H A R E S

Special Resolution of

A.E. TAYLOR (BUILDERS) LIMITED passed the 23rd day
of February 1956

At a General Meeting of the members of the above named Company
duly convened and held at the Registered Office of the Company
on the 23rd day of February 1956 the following Special Resolution
was duly passed :-

"That the name of the Company be changed to that of
Takeleys Limited"

Chairman - L.B. KENT

Company Number 533026

CHANGE OF NAME

Certificate pursuant to Section 18(3) of the Companies Act
1948

I HEREBY CERTIFY that

A.E. Taylor (Builders) Limited

having with the sanction of a Special Resolution of the said
Company and with the approval of the Board of Trade changed
its name is now called

TAKELEYS LIMITED

and I have entered such new name on the Register accordingly

GIVEN under my hand at London this 13th day of March one thousand
nine hundred and fifty six

W.B. LANGFORD

Registrar of Companies

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TAKELEYS LIMITED

1. The name of the Company is "TAKELEYS LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) To carry on business as builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds.
 - (b) To manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds and to buy, take on lease or otherwise acquire land for the purposes of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber .
<p>ALBERT EDWARD TAYLOR, 1, Kempas Highway, Coventry.</p> <p>Builder.</p>	<p>One</p>
<p>LUTHER BOOTH KENT, 134, Broad Lane, Coventry.</p> <p>Estate Agent.</p>	<p>One</p>

DATED this 29th day of April 1954.

WITNESS to the above signatures :-

HUBERT T. COOPER,
Solicitor,
Coventry.

The Companies Acts 1948 to 1976

C O M P A N Y L I M I T E D B Y S H A R E S

NEW

ARTICLES OF ASSOCIATION

(Adopted by a Special Resolution
passed on 8th January 1979)

of

TAKELEYS LIMITED

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company

2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations 1, 3, 4 and 5 of Part II of Table A shall not apply to the Company

3. In these Articles the expression "the Controlling Company" means Bryant Homes Limited

SHARES

4. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such person, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act

LIEN

5. In regulation II of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted

TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal

GENERAL MEETINGS

8. 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. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum

9. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum"

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder

BORROWING POWERS

11. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt,

DIRECTORS

12. In these Articles the words "the Directors" means the Board of Directors of the Company for the time being and the word "Director" shall unless the context otherwise requires be construed accordingly but neither expression shall include a "Departmental Director" or "Departmental Directors" (as hereinafter defined) who shall not be deemed to be a member or members of the Board or any committee thereof

13. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

13.1 Any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company, and

13.2 Any other person approved by the Board of directors of the Controlling Company for so long only as such person is approved by such Board

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article

14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company

15. 15.1 The Directors may from time to time appoint any Manager or other officer or person in the employment of the Company to be a Departmental Director of the Company

15.2 A Departmental Director shall not be required to hold any share qualification

15.3 The appointment of a person to be a Departmental Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company whether as regards duties, remuneration, pension or otherwise and his office as a Departmental Director shall be vacated if he becomes of unsound mind or bankrupt or suspends payment or compounds with his creditors or has an order made against him under Section 188 of the Act, or any statutory modification or re-enactment thereof for the time being in force, or if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Departmental Director or in the resolution of a majority of the Directors

15.4 The appointment, removal and remuneration of the Departmental Directors shall be determined by the Directors with full power to make such

15.5 In calculating the number to form a quorum at any meeting of the Directors any Departmental Directors present shall not be counted. A Departmental Director shall not be entitled to vote nor (except when expressly invited by the Directors to attend) to receive notice of or to attend at any Board Meeting

17. The Directors shall have power at any time, and from time to time to appoint any person eligible under Article 13 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors

19. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

20. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company

21. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, maintain, administer, fund, vary, amend, terminate, suspend or

other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein

DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall be forthwith vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (3) If he becomes of unsound mind
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act:
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act
- (6) If he is removed from office under Article 16
- (7) If he ceases to be eligible under Article 13

ROTATION OF DIRECTORS

23. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

24. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company

The above document is a copy of the regulations submitted to an Extraordinary General Meeting of the Company duly convened and held on 8th January 1979, and at such Meeting approved and adopted by Special Resolution as the Articles

R.G. DAVIES

Chairman



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

21

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

To the Registrar of Companies

For official use

Company number

063

533026

Name of company

* TAKELEYS LIMITED

* Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

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 as shown below:

Day Month

31 05

† delete as appropriate

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

31 05 1986

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

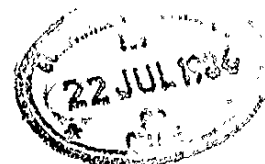
The company is a [subsidiary] [holding company]† of BRYANT HOMES LIMITED, company number 541755the accounting reference date of which is 31 MAYSigned John Dennis

[Director] [Secretary]† Date

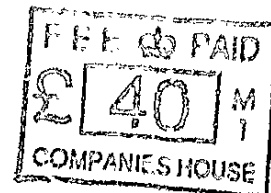
Presenter's name address and reference (if any):

For official Use
General Section

Post room



Company No. 533026



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


TAKELEYS LIMITED

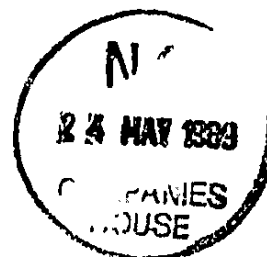
At an Extraordinary General Meeting of the above named Company duly convened and held on 15th May 1989 the following Resolution was duly passed as a Special Resolution:

RESOLUTION

That the name of the Company be changed to

BRYANT HOMES SOUTH WEST LIMITED


.....
Chairman of Meeting



NW/k1201
000455 x3

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 533026

I hereby certify that

TAKELEYS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BRYANT HOMES SOUTH WEST LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 JUNE 1989

F. A. Joseph
F. A. JOSEPH

an authorised officer