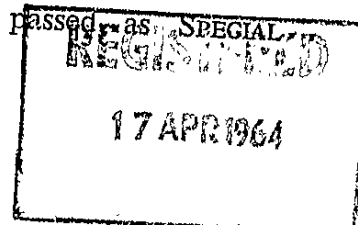


COMPANY LIMITED BY SHARES

Special Resolutions
OF
CONBLOC LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Lower Wootton, Boar's Hill, near Oxford, on Monday 6th April, 1964, the following resolutions were duly passed as SPECIAL RESOLUTIONS:—



SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered with respect to its objects by adding after paragraph (i) of Clause 3 thereof the following new paragraph:—
 “(i) (a) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business”.
2. THAT the Board of Directors of the Company be expressly authorised to exercise the powers of the Company to charge by way of floating charge the whole of the assets and undertaking both present and future (including uncalled capital) of the Company as collateral security for the Debenture Stock of The Amey Group Limited referred to in the draft Particulars produced to the meeting and initialled by the Chairman thereof, and in due course to execute the Trust Deed referred to in those particulars.

Herbert Smith & Co.,
62 London Wall,
E.C.2.

J. Gibson
Secretary



33.
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CONBLOC LIMITED

(As amended by Special Resolution passed the 6th April, 1964)

* 1. The name of the Company is "B. C. BLOCK CO. LIMITED".

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

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

(a) (1) To manufacture, buy, sell and otherwise deal in concrete and breeze blocks and other products, glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally; paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical fittings, wireless broadcasting transmitters, receivers and fittings.

(2) To carry on the business of builders and contractors, Government or Public Works Contractors, demolition contractors, engineers, road constructional engineers, general contractors, builders' merchants, property repairers and jobbers, sanitary gas and hot water engineers, electricians, metal workers, timber merchants, saw mill proprietors and sawyers, carpenters, joiners and woodworkers, manufacturers and erectors

REGISTERED

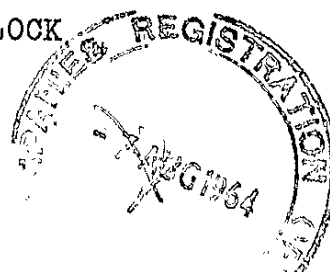
AUG 1954

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* Name changed to CONBLOC LIMITED from B.C. BLOCK LIMITED on June 9th, 1954.

Herbert & Gowers Ltd

6-7 King, Edward St.



of portable buildings, furniture manufacturers, general furnishers, shop fitters, painters and decorators, plumbers, white-smiths, french polishers, wood paving and flooring manufacturers, manufacturers of artificial stone and reinforced concrete, general concrete workers, paviors, brick and tile manufacturers, cement merchants, manufacturers of and wholesale and retail dealers in building requisites of all kinds, and haulage contractors.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (G) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction

within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.

- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (i) (a) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon

such terms, as may be thought fit, and to vary investments.

- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.

- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others. /
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry. /
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company. /
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies. ✓
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world. /
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law. ✓
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. /
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company. ✓

4. The liability of the Members is limited. /

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of One pound each. Subject and without prejudice to any

special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.