

Number of
Company

563270 / 1

Form No. 41.

THE COMPANIES ACT 1948.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

DOLPHIN DEVELOPMENT (BASINGSTONE)
LIMITED.

REGISTERED

23 MAR 1956

ed by

BEDDINGTON HUGHES & HOBART,

21 Devonshire Street,

London W.1.

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

I, EDWARD JOSEPH VICKERS

of 21 Devonshire Street, London W.1.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

Do solemnly and sincerely declare that I am (") a Solicitor of the
Supreme Court engaged in the formation

of DOLPHIN DEVELOPMENT (BASINGSTOKE)

Limited,

And that all the requirements of the Companies Act, 1948, 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.

Note—This declaration is reserved for filing and must not be written across

Declared at 77 Wimpole Street
in the County of London

the 14th day of March

one thousand nine hundred and eighty-six

Before me,

M. Palmer

Edward Joseph Vickers

Number of
Company

567279 / 2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital OF

DOLPHIN DEVELOPMENT (BASINGSTOKE)

LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £1 or fraction of £100.

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

Witnessed by

BEDDINGTON HUGHES & HOBART,

21 Devonshire Street,
London W.1.

REGISTERED

23 MAR 1956

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 1 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 3; 24-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

DOLPHIN DEVELOPMENT (BASINGSTOKE)

Limited,

is £100, divided into:

100

Shares of

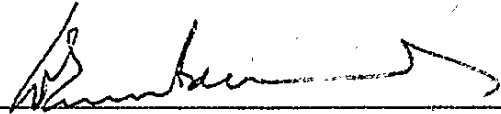
£1

each

Shares of

each

*Signature



Description

Director

Dated the

14th

day of

March

1956

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

*This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.

563270 *P*



The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED

1. The name of the Company is "DOLPHIN DEVELOPMENT (BASINGSTOKE) 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 and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 - (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
 - (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, 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, purchasers, building societies, mortgagees and others:

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

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stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (U) To sell, improve, manage, develop, turn to account exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
<i>William Evans Adams</i> ADAMS <i>1111 Halsey</i> <i>Harlow Essex</i> <i>Solicitor</i>	<i>One</i>
<i>Eric Grosvenor Lewis</i> LEWIS <i>506 Coltingwood House</i> <i>Dolphin Square</i> <i>London S.W.1</i> <i>Chartered Surveyor</i>	<i>one</i>

Dated this *14th* day of *March* 1956.

Witness to the above Signatures—

John G. Vickers VICKERS.
21 Devonshire Street
London W.1.
Solicitor

563270



The Companies Act 1948.



LIMITED BY SHARES.

Articles of Association

OF

DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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

REGISTERED

2 1956

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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority." shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. 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.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement 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 paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. 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.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Enslin
 Hull House
 Karl Eisen
 Schüler

Ernest Brown
 506 Bellingham House
 Deyburn Square
 London S.W. 1
 Charles Simpson.

Dated this 14th day of March 1956.

Witness to the above Signatures—

John Jackson
 21 Devonshire Street
 London W. 1.
 Schmitt

DUPLICATE FOR THE FILE

No. 563270



Certificate of Incorporation

I Hereby Certify That

DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED

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

Given under my hand at London this Twenty-third day of
March One Thousand Nine Hundred and Fifty six.

L. R. [Signature]
Registrar of Companies

Certificate
received by

P. Hughes P.P. Beadlington Hughes & Co

Date 23.3.56

of Company 563270

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The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to section 141 (2))

OF

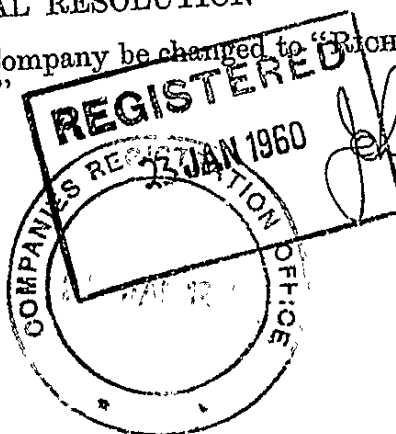
DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED

Passed 12th January, 1960

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 111 Westminster Bridge Road, London, S.E.1,
on Tuesday, the 12th January, 1960, the subjoined SPECIAL RESOLUTION
was duly passed:—

SPECIAL RESOLUTION

That the name of the Company be changed to "RICHARD COSTAIN
(CONSTRUCTION) LIMITED."



Richard Costain
Secretary.

026

96
Company Number..... 563270



B

Reference: C.R. 98/5059/59

BOARD OF TRADE,

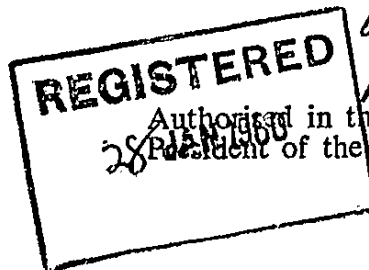
COMPANIES ACT, 1948

DOLPHIN DEVELOPMENT (BASINGSTOKE) 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 RICHARD COSTAIN (CONSTRUCTION) LIMITED

Signed on behalf of the Board of Trade

this twenty-eighth day of January 1960



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

No. C. 60.

DUPLICATE FOR THE FILE.

No. 563270

17



Certificate of Incorporation on Change of Name

Whereas

DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED

was incorporated as a limited company under the
Companies Act, 1948,

on the twenty-third day of March, 1956

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
RICHARD COSTAIN (CONSTRUCTION) LIMITED

Given under my hand at London, this twenty-eighth day of
January One thousand nine hundred and sixty

A. J. M. M. M.
ASSISTANT Registrar of Companies.

Certificate received by Posted.

Date 28.1.60

FILED BY REQUEST

No. of Company 563270 / 20

The Companies Act, 1948



COMPANY LIMITED BY SHARES

X Ordinary Resolution

OF

**DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED**

26 AUG 1960

Passed 21st January, 1960



At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 111 Westminster Bridge Road, London, S.E.1,
on Thursday, the 21st January, 1960, the subjoined ORDINARY RESOLUTION
was duly passed:—

ORDINARY RESOLUTION

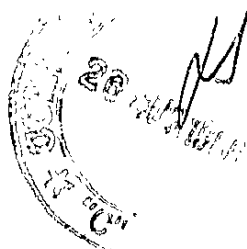
That the maximum number of Directors of the Company shall be increased
to Ten.

John B. Parrett
Secretary.

0 198

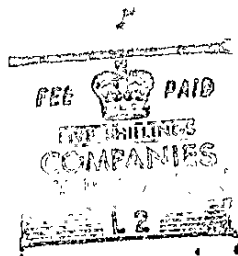
~~1111~~

As above
6/7/9





No. of Company 563270



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

RICHARD COSTAIN (CONSTRUCTION) LIMITED


Passed 5th April, 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Monday, the 5th April, 1965, the subjoined SPECIAL RESOLUTION was duly passed:—

SPECIAL RESOLUTION

1. That there be inserted in Article 2 after the figures 97, a comma and the figures 113;
2. That there be inserted after Article 13, an additional Article No. 13A as follows, namely;

“13A. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director or member of such committee and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.”


C. A. BELL,

Secretary,





No. 563270

44

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

RICHARD COSTAIN (CONSTRUCTION) LIMITED

Passed 1st December, 1967

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Friday, the 1st December, 1967, the subjoined SPECIAL RESOLUTION was duly passed:—

SPECIAL RESOLUTION

That the name of the Company be changed to "COSTAIN CONSTRUCTION LIMITED".

C. A. BELL,

Secretary.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 563270 / 45

Whereas

RICHARD COSTAIN (CONSTRUCTION) LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **23RD MARCH, 1956**

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

COSTAIN CONSTRUCTION LIMITED

Given under my hand at London the

22ND DECEMBER, 1967.

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED

(A Private Company adopting Part II of Table A with modifications)

Incorporated the 23rd day of March, 1956

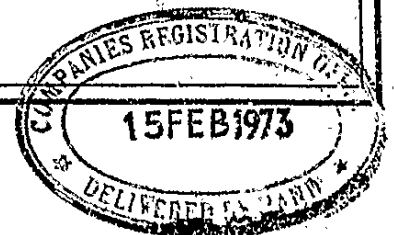
COSTAIN CONSTRUCTION LIMITED

The amendments in the Memorandum and Articles of Association have been validated by Mr. I.M.F. Balfour, the Secretary of Costain Construction Limited, whose signature and initials appear below

Mr. I.M.F. Balfour (Signature)

IMF (Initials)

YTON, HUGHES & HOBART,
21 DEVONSHIRE STREET,
LONDON, W.1.



January 1973

No. 563270



Certificate of Incorporation

I HEREBY CERTIFY that DOLPHIN DEVELOPMENT
(BASINGSTOKE) LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of
March One thousand nine hundred and fifty-six.

W. B. LANGFORD,
Registrar of Companies.

No. 563270



Certificate of Incorporation on Change of Name

WHEREAS DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the twenty-third day of March, 1956

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 RICHARD COSTAIN (CONSTRUCTION) LIMITED.

Given under my hand at London, this twenty-eighth day of January One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

No. of Company 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution
OF
DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED

Passed 21st January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Thursday, the 21st January, 1960, the subj~~e~~ct~~e~~d ORDINARY RESOLUTION was duly passed :—

ORDINARY RESOLUTION

That the maximum number of Directors of the Company shall be increased to Ten.

J. B. PARRETT,
Secretary.

No. of Company 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

**DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED**

Passed 12th January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Tuesday, the 12th January, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

SPECIAL RESOLUTION

That the name of the Company be changed to " RICHARD COSTAIN (CONSTRUCTION) LIMITED."

J. B. PARRETT,

Secretary.

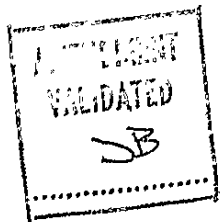
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN CONSTRUCTION LIMITED



1. The name of the Company is " COSTAIN CONSTRUCTION LIMITED."

Name changed from "DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED" by Certificate of the Board of Trade dated 28th January, 1960

2. The registered office of the Company will be situate in England.

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

On 22nd December 1967 the Name was changed from Richard Costain (Construction) Limited to its present title

Builder Costain

- (A) To carry on business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, 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, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants, and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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>WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.</p>	<p>One</p>
<p>ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.</p>	<p>One</p>

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.

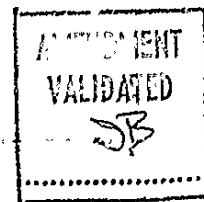
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED



PRELIMINARY.

still p6
1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97, 113 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

Altered by
Special
Resolution
passed 5th
April, 1965
SB

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

*NOTE:
Amended by
Resolution dated 21st
January, 1960, to
increase the
maximum number of
Directors to ten.*

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. 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.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement 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 paragraph (2) of regulation 84 of Table A, Part I which paragraph shall not apply to the Company.

SEE ADDITIONAL ARTICLE No. 13A INSERTED AT BOTTOM OF THIS PAGE

AMENDMENT
VALIDATED
JB

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. 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.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

92891

"13A. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director or member of such committee and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose."

Altered by
Special
Resolution
Passed 5th
April 1965
JB

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM ERIC ADAMS,
Mill House,
Harlow,
Essex,
Solicitor.

ERIC GROSVENOR LEWIS,
506 Collingwood House,
Dolphin Square,
London, S.W.1,
Chartered Surveyor.

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.

No. of Company 563270

164

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

O F

COSTAIN CONSTRUCTION
LIMITED

Passed 29th June, 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 111, Westminster Bridge Road, London,
S.E.1. on 29th June, 1973 the subjoined ORDINARY RESOLUTION
was duly passed:-

ORDINARY RESOLUTION

That the authorised capital of the Company be
increased to £1,000 by the creation of 900
additional shares of £1 each.

I.M.F. Balfour
I.M.F. BALFOUR
SECRETARY

40

COMPANIES REGISTRATION
14 JUL 1973
32 OFFICE 32

No. of Company.....563.270...../66

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

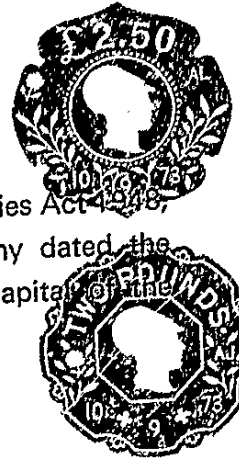
To THE REGISTRAR OF COMPANIES

CCS-MAT CONSTRUCTION

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a(n) **ORDINARY** Resolution of the Company dated the

29th day of JUNE 1973 the nominal capital of the

Company has been increased by the addition thereto of the sum of £ 900 beyond the registered capital of £ 100



The additional capital is divided as follows:—

Number of Shares	Class of Share
900	ORDINARY

Nominal amount of each share

£1

as

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:—

Ranking pari passu with existing shares

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure

Signature John Neil Balfour

State whether Director } SECRETARY
or Secretary }

Dated the 10th day of JULY 1973

Presented by

Presentor's Reference...CCY...CEH...

CCS-MAT CONSTRUCTION LTD. LTD.

111, WILKINSON ROAD, SINGAPORE 11

INCORPORATED IN SINGAPORE



210705 21714

No. 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED

(A Private Company adopting Part II of Table A with modifications)

Incorporated the 23rd day of March, 1956

BEDDINGTON, HUGHES & HOBART,
21 DEVONSHIRE STREET,
LONDON, W.1.

No. 563270



Certificate of Incorporation

I HEREBY CERTIFY that DOLPHIN DEVELOPMENT
(BASINGSTOKE) LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of
March One thousand nine hundred and fifty-six.

W. B. LANGFORD,
Registrar of Companies.

No. 563270



Certificate of Incorporation on Change of Name

WHEREAS DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the twenty-third day of March, 1956

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 RICHARD COSTAIN (CONSTRUCTION) LIMITED.

Given under my hand at London, this twenty-eighth day of January One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

No. of Company 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution
OF
DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED

Passed 21st January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Thursday, the 21st January, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

ORDINARY RESOLUTION

That the maximum number of Directors of the Company shall be increased to Ten.

J. B. PARRETT,
Secretary.

No. of Company 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

**DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED**

Passed 12th January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Tuesday, the 12th January, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

SPECIAL RESOLUTION

That the name of the Company be changed to " RICHARD COSTAIN (CONSTRUCTION) LIMITED."

J. B. PARRETT,

Secretary.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN CONSTRUCTION LIMITED

1. The name of the Company is "I COSTAIN
(CONSTRUCTION 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 business as builders and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same. *✓*
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

✓ Name changed from "DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED" by Certificate of the Board of Trade dated 28th January, 1960

On 22nd December 1967 the Name was changes from Richard Costain (Construction) Limited to its present title.

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants, and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities, and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

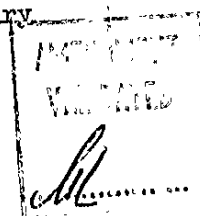
liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 29th June 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 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>WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.</p>	<p>One</p>
<p>ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.</p>	<p>One</p>

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.

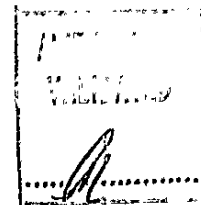
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED

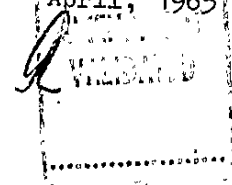


PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97, 113 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

and Altered by
Special
Resolution
passed 5th
April, 1965



SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

*NOTE:
Amended by
Resolution dated 21st
January, 1960, to
increase the
maximum number of
Directors to ten.*

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. 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.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement 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 paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

SEE ADDITIONAL ARTICLE No. 13A INSERTED AT BOTTOM OF THIS PAGE

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. 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.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

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"13A. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director or member of such committee and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose."

Altered by
Special
Resolution
passed 5th
April, 1965.

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM ERIC ADAMS,
Mill House,
Harlow,
Essex,
Solicitor.

ERIC GROSVENOR LEWIS,
506 Collingwood House,
Dolphin Square,
London, S.W.1,
Chartered Surveyor.

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London. W.1,
Solicitor.

No. of Company 563270

170 Q M
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES


ORDINARY RESOLUTION
OF
COSTAIN CONSTRUCTION LIMITED

=====
Passed 6th November, 1974
=====

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held at 111, Westminster Bridge Road, London,
SE1 7UE on 6th November, 1974 the subjoined ORDINARY RESOLUTION
was duly passed:-

ORDINARY RESOLUTION

That the authorised capital of the Company be
increased from £1,000 to £1,800,100 by the creation
of 1,799,100 Ordinary Shares of £1 each ranking pari
passu with the existing 1,000 Ordinary Shares of
£1 each.


C.J. TURVEY
SECRETARY

No. of Company.....563 270.....

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

COSTAIN CONSTRUCTION LIMITED

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an ORDINARY Resolution of the Company dated the
SIXTH day of NOVEMBER 1974 the nominal capital of the
Company has been increased by the addition thereto of the sum of £1,799,100
beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,799,100	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:—
ranking pari passu with existing Ordinary shares

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Signature

State whether Director } SECRETARY
or Secretary }

Dated the 8TH day of NOVEMBER 19 74

Presented by

Presenter's Reference SCTY.CNH

COSTAIN CONSTRUCTION LIMITED

111 WESTMINSTER BRIDGE ROAD,

LONDON SE1 7UE

(see notes overleaf)

No. 563270

172
The Companies Act, 1948

ECA 1972
see Private

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED

(A Private Company adopting Part II of Table A with modifications)

AMENDMENT
VALIDATED
Q

Incorporated the 23rd day of March, 1956



BEDDINGTON, HUGHES & HOBART,
21 DEVONSHIRE STREET,
LONDON, W.1.

SECTION 4(5)
Amendment incorporated by
Resolution of Members
6th November, 1974

No. 563270



Certificate of Incorporation

I HEREBY CERTIFY that DOLPHIN DEVELOPMENT
(BASINGSTOKE) LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of
March One thousand nine hundred and fifty-six.

W. B. LANGFORD,
Registrar of Companies.

No. 563270



Certificate of Incorporation on Change of Name

WHEREAS DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the twenty-third day of March, 1956

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 RICHARD COSTAIN (CONSTRUCTION) LIMITED.

Given under my hand at London, this twenty-eighth day of January One thousand nine hundred and sixty.

A. J. O. MANN,
Assistant Registrar of Companies.

No. of Company 563270

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution
OF
DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED

Passed 21st January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Thursday, the 21st January, 1960, the subjoined ORDINARY RESOLUTION was duly passed :—

ORDINARY RESOLUTION

That the maximum number of Directors of the Company shall be increased to Ten.

J. B. PARRETT,
Secretary.

No. of Company 563279

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

**DOLPHIN DEVELOPMENT (BASINGSTOKE)
LIMITED**

Passed 12th January, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London, S.E.1, on Tuesday, the 12th January, 1960, the subjoined SPECIAL RESOLUTION was duly passed :—

SPECIAL RESOLUTION

That the name of the Company be changed to " RICHARD COSTAIN (CONSTRUCTION) LIMITED."

J. B. PARRETT,

Secretary.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN CONSTRUCTION LIMITED

AMENDMENT
VALIDATED

1. The name of the Company is "COSTAIN
CONSTRUCTION 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 and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

(B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.

(C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

AMENDMENT
VALIDATED

Name changed
from "DOLPHIN
DEVELOPMENT
(BASINGSTOKE)
LIMITED" by
Certificate of the
Board of Trade
dated 28th January,
1960

On 22nd December
1967 the Name was
changed from
Richard Costain
(Construction)
Limited to its
present title.

AMENDMENT
VALIDATED

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants, and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

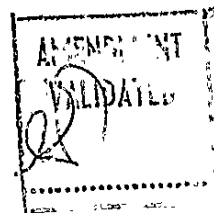
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 29th June, 1973 the capital of the Company was increased to £1,000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing Ordinary Shares of £1 each.

By Resolution passed 6th November, 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
 21 Devonshire Street,
 London, W.1,
 Solicitor.

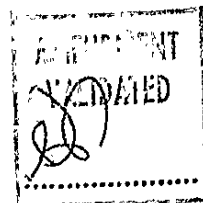
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

COSTAIN CONSTRUCTION LIMITED

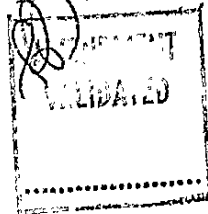


PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97, 113, 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

and Altered by
Special
Resolution
passed 5th
April, 1965



SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 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.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

NOTE:
Amended by
Resolution dated 21st
January, 1960, to
increase the
maximum number of
Directors to ten.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

10. A Director need not be a member of the Company.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. 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.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement 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 paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

SEE ADDITIONAL ARTICLE No.13A INSERTED AT BOTTOM OF THIS PAGE
DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. 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.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

02891

"13A. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director or Member of such committee and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose."

Altered by
Special
Resolution
passed 5th
April, 1965.

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM ERIC ADAMS,
Mill House,
Harlow,
Essex,
Solicitor.

ERIC GROSVENOR LEWIS,
506 Collingwood House,
Dolphin Square,
London, S.W.1,
Chartered Surveyor.

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.



Peat Marwick McLintock

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 01-236 8000
Telex 8811541 PMMLON G
Telefax 01-248 6552 (Group 3)
Cables Veritatem London EC4
DX 38050 Blackfriars

Board of Directors,
Costain Construction Limited,
111, Westminster Bridge Road,
London. SW1 7UE

SS/0407/3

5th September, 1988

Dear Sirs,

563270

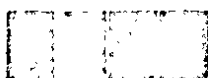
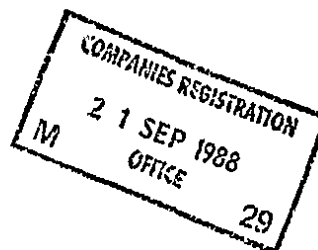
Notice of Resignation

We hereby give notice of our resignation as joint auditors of your company with effect from today.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully,

Peat Marwick McLintock



Member firm of
Klynveld Peat Marwick Goerdiner

Authorized to carry on investment business by the Institute of Chartered Accountants in England & Wales

The address for the purposes of Section 4 Business Names Act 1985 is 1 Puddle Dock, Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection.

Number of } 563270
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

COSTAIN CONSTRUCTION LIMITED

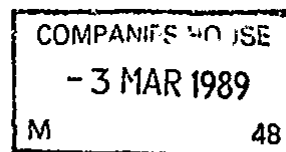
Passed 1st March, 1989.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE

on the 1st day of March, 1989, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the regulations contained in the printed
document submitted to this Meeting and, for the
purpose of identification, signed by the Chairman
hereof be and are hereby adopted as the Articles
of Association of the Company.



Signature.....

CHAIRMAN

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Company No. 563270

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed 1st March 1989)

OF

COSTAIN CONSTRUCTION LIMITED


Incorporated the 23rd day of March, 1956

COMPANIES HOUSE

- 3 MAR 1989

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48


C. LANGHAM

CHAIRMAN



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 563270

Whereas

RICHARD COSTAIN (CONSTRUCTION) LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the 23RD MARCH, 1956

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

COSTAIN CONSTRUCTION LIMITED

Given under my hand at London the 22ND DECEMBER, 1967.

Assistant Registrar of Companies

C.172



Certificate of Incorporation on Change of Name

WHEREAS DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the twenty-third day of March, 1956

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 RICHARD COSTAIN (CONSTRUCTION) LIMITED.

Given under my hand at London, this twenty-eighth day of January One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.



Certificate of Incorporation

I HEREBY CERTIFY that DOLPHIN DEVELOPMENT
(BASINGSTOKE) LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of
March One thousand nine hundred and fifty-six.

W. B. LANGFORD,
Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN CONSTRUCTION LIMITED

1. The name of the Company is " COSTAIN
CONSTRUCTION LIMITED."

*Name changed
from "DOLPHIN
DEVELOPMENT
(BASINGSTOKE)
LIMITED" by
Certificate of the
Board of Trade
dated 28th January,
1960*

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 and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

*On 22nd December
1967 the Name was
changed from
Richard Costain
(Construction)
Limited to its
present title.*

(B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.

(C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, 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, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants, and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (R) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (S) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 29th June 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.

By Resolution passed 6th November, 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 1st March 1989)
OF
COSTAIN CONSTRUCTION LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

LIEN

3. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

4. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

5. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

6. The second sentence of Regulation 79 shall not apply to the Company.
7. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

8. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INDEMNITY

9. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ASSOCIATE DIRECTORS

10. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this article 10 as the Directors shall decide; 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 an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide 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 associate director and the Company.
- (iii) The appointment of a person to be an associate 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 associate 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 an associate 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 Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate 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.
- (v) An associate 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.

Number of
Company

563270

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

COSTAIN CONSTRUCTION LIMITED

Passed 31 January, 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE

on the 31st day of January, 1991, the subjoined
ELECTIVE RESOLUTION was duly passed, viz.:—

RESOLUTION

Pursuant to Section 366A to dispense with the holding
of annual general meetings.

Pursuant to Section 386 to dispense with the obligation
to appoint auditors annually.

Signature.....
CHAIRMAN
.....

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 563270
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

COSTAIN CONSTRUCTION LIMITED

Passed 31st July, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE

on the 31st day of July, 1991, the subjoined ELECTIVE RESOLUTION was duly passed, viz.:—

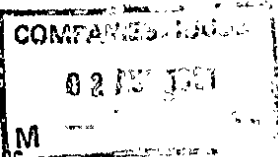
RESOLUTION

Pursuant to Section 252 to dispense with the laying of accounts and reports before the company in general meeting.

Signature.....

SECRETARY

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.



NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

**Statement by person ceasing
to hold office as auditor**

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

563270

Name of Company Costain Construction Ltd

Registered Office 111, Westminster Bridge Road
London, SE1 7UE

* delete as
appropriate

~~/We*~~ James Worley & Sons

of 9, Bridle Close, Surbiton Road

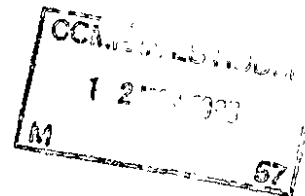
Kingston upon Thames

Surrey, KT1 2JW

hereby give notice in accordance with section 394 of the Companies Act 1985 that

(a) ~~/We~~ confirm that in connection with ~~my~~/our ceasing to hold office there are no circumstances which ~~/we~~ consider should be brought to the notice of members or creditors of the company.

~~(b) /We consider the following circumstances connected with my/our ceasing to hold office should be brought to the notice of the members or creditors of the company:-~~



Signed *James Worley & Sons*

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.
2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.

Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985
as inserted by section 122 of the Companies Act 1989

Company Number

563270

Name of Company Costain Construction Ltd

Registered Office 111 Westminster Bridge Road
London, SE1 7UE

* delete as
appropriate

~~/We*~~ James Worley and Sons
of 9, Bridle Close, Surbiton Road
Kingston upon Thames
Surrey, KT1 2JW

hereby give notice that in accordance with section 392 of the Companies Act 1985 ~~/we~~ resign as
auditor(s) of the above company as from 4th March 1993

Signed James Worley & Sons

NOTE

1. This notice is not effective unless accompanied by form J394.
2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

THE COMPANIES ACTS 1948, 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COSTAIN CONSTRUCTION LIMITED



Passed on *September 1st* 1993

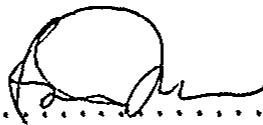
At an Extraordinary General Meeting of the Company duly convened and held at *111 Westminster Bridge Rd, SE17 1UL* on *1st September* 1993 the following resolution was duly passed as a Special Resolution:

THAT the Memorandum of Association of the Company be and it is hereby amended by the insertion after existing sub-clause 3(K) of the following new sub-clauses 3(L) and 3(M) and the consequential redesignation of subsequent sub-clauses:

- "(L) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods

the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or any other person or firm associated in any way with such holding company.

- (M) To grant indemnities of every description and to undertake obligations of every description."



.....
Chairman

No. 563270

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
COSTAIN CONSTRUCTION LIMITED

Incorporated 23 March 1956

1 September 1993.





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 563270

Whereas

RICHARD COSTAIN (CONSTRUCTION) LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the 23RD MARCH, 1956

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

COSTAIN CONSTRUCTION LIMITED

Given under my hand at London the 22ND DECEMBER, 1967.

Assistant Registrar of Companies

No. 563270



Certificate of Incorporation on Change of Name

WHEREAS DOLPHIN DEVELOPMENT (BASINGSTOKE) LIMITED was incorporated as a limited company under the Companies Act, 1948, on the twenty-third day of March, 1956

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 RICHARD COSTAIN (CONSTRUCTION) LIMITED.

Given under my hand at London, this twenty-eighth day of January One thousand nine hundred and sixty.

A. J. C. MANN,
Assistant Registrar of Companies.

No. 563270



Certificate of Incorporation

I HEREBY CERTIFY that DOLPHIN DEVELOPMENT
(BASINGSTOKE) LIMITED is this day Incorporated under the
Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this twenty-third day of
March One thousand nine hundred and fifty-six.

W. B. LANGFORD,
Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COSTAIN CONSTRUCTION LIMITED

1. The name of the Company is " COSTAIN
CONSTRUCTION LIMITED."

*Name changed
from " DOLPHIN
DEVELOPMENT
(BASKINGSTOWN)
LIMITED " by
Certificate of the
Board of Trade
dated 28th January,
1960*

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 and contractors for the execution of buildings and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (B) To act as managers, consultants, agents and advisers in relation to real and personal property of every description and projects of all kinds ; to purchase or otherwise acquire any interest in any such property or project and to dispose of the same or turn the same to account in any way whatsoever ; to act as brokers for manufacturers, merchants, buyers and others, and generally to undertake and carry out management and agency operations of every description.
- (C) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building

*On 22nd December
1967 the Name was
changed from
Richard Costain
(Construction)
Limited to its
present title.*

lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

- (D) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and conveniences of public utility, and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (E) To carry on in all their respective branches the business of manufacturers, merchants, and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers, and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation, and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products, and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (F) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant,

stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (H) To borrow or raise or secure the payment of money for purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue a par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) * To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods, and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment

of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or any other person or firm associated in any way with such holding company.

- (M) * To grant indemnities of every description and to undertake obligations of every description.
- (N) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bill of exchange and other negotiable instruments.
- (Q) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

* inserted by Special Resolution dated 1 September 1993.

- (R) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (S) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (T) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (U) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (V) To purchase or otherwise acquire and undertake all or any part of the business, property, assets,

liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (W) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (X) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (Y) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (AA) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Resolution passed on 29th June 1973 the capital of the Company was increased to £1000 by the creation of 900 Ordinary Shares of £1 each forming a single class with the existing 100 Ordinary Shares of £1 each.

By Resolution passed 6th November, 1974 the capital of the Company was increased to £1,800,100 by the creation of 1,799,100 Ordinary Shares of £1 each ranking pari passu with the existing 1,000 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
WILLIAM ERIC ADAMS, Mill House, Harlow, Essex, Solicitor.	One
ERIC GROSVENOR LEWIS, 506 Collingwood House, Dolphin Square, London, S.W.1, Chartered Surveyor.	One

Dated this 14th day of March, 1956.

Witness to the above Signatures—

EDWARD J. VICKERS,
21 Devonshire Street,
London, W.1,
Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 1st March 1989)
OF
COSTAIN CONSTRUCTION LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

LIEN

3. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

4. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

5. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

6. The second sentence of Regulation 79 shall not apply to the Company.
7. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

8. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INDEMNITY

9. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ASSOCIATE DIRECTORS

10. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this article 10 as the Directors shall decide; 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 an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide 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 associate director and the Company.
- (iii) The appointment of a person to be an associate 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 associate 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 an associate 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 Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate 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.
- (v) An associate 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.