

**THE COMPANIES ACTS 1948 to 1983
AND THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTIONS

of

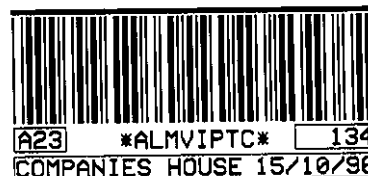
DARRINGTON QUARRIES LIMITED
Passed the 27 day of September 1996

At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company duly convened and held at 27, 1st St, Solihull, CV56 4JH, Leics on the 27 day of September 1996 of the following Resolutions were duly passed as Special Resolutions of the Company:-

1 That the Memorandum of Association of the Company be and is hereby amended as follows:-

1.1 Paragraph (15) of the Memorandum of Association of the Company be deleted and replaced by the following new paragraph (15):

"(15) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to give security whether by way of mortgages, charges, liens or otherwise upon all or any of the property or assets of the Company (both present and future)



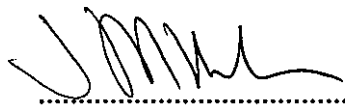
including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.";

1.2 by adding after the existing paragraph (2) the following new paragraphs to be numbered (3), (4), (5) and (6):-

- "(3) to carry on all or any of the businesses of collecting, clearing, cleaning, recycling, transporting, removing and disposing of effluent, waste, foreign, noxious or deleterious matter, materials and products in liquid, solid or gaseous form; to carry on any of the businesses of infillers of, spent quarries, mines, spoil heaps, pits, opencast sites and areas from which natural minerals and resources have been extracted;
- (4) to carry on any or all of the businesses of generating, producing, transforming, converting, processing, developing, transmitting, supplying, distributing and dealing in electricity or any other forms of energy or any products derived from or connected with any of these activities and in any manner whatsoever in the United Kingdom or elsewhere and for all purposes and to acquire supplies of electricity or other sources or forms of energy from, and to provide bulk or other supplies thereof to, any person for own use, transformation, conversion, processing, development, transmission, supply, distribution, dealing or otherwise in the United Kingdom or elsewhere.
- (5) to explore for, produce, acquire or otherwise, obtain any fuel or other raw materials or sources or forms of energy of any kind for use in connection with the generation of electricity or any other form of energy or otherwise and to process, develop, supply, distribute and deal in or with any such raw materials or sources or forms of energy or any by-products thereof in any manner and to process and deal in any by-products which may be obtained from any of the activities of the Company.
- (6) to carry out or arrange for the design, building, erection or development and subsequent sale and disposal of dwelling houses, flats and buildings for industrial, commercial, residential or any other purpose whatsoever on any freehold or leasehold land owned by the Company or otherwise held by the Company and to carry out on all or any of the businesses of estate development, house builders, preparation of building sites, builders and contractors, building and civil engineers, architects, surveyors and house, land and estate agents and managers."

and by renumbering the existing paragraphs (3) - (29) as paragraphs (7) - (33).

2 That the Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.


.....
Chairman



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

DARRINGTON QUARRIES LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to this Company.
- 2 The following Regulations of the said Table "A" shall not apply to this Company videlicet :- 23, 24, 46, 47, 64, 65-69, 73-80, 94 and 95.

PRIVATE COMPANY

- 3 The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

- 4 The lien conferred by Regulation 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
- 5 Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the Company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.
- 6 Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

- 7 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
- 8 Article 7 of these Articles shall not apply to any transfer to a person who is already a member of the Company.
- 9 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the

Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Article 7 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

- 10 The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

SINGLE MEMBER COMPANY

- 11 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.";

GENERAL MEETINGS

- 12 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13 Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SECRETARY

- 14 The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

DIRECTORS

- 15 Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Regulation 89 of Table A shall be modified accordingly.
- 16 A person may be appointed a Director notwithstanding that he shall have attained the age

of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

- 17 The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.
- 18 The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 19 The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 18 and without prejudice to the powers of the Directors under Article 17 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
- 20 Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

- 21 The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 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.

TELEPHONE PARTICIPATION

- 22 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

ALTERNATE DIRECTOR

- 23 Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has

been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY AND INSURANCE

- 24 (1) Subject to the provisions of and so far as may be permitted by law, every director, secretary or other officer of the Company and the Auditors shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.
- (2) The Company may purchase and maintain for any officer of the Company or the Auditors insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.