

Number of
Company } 610079

Form No. 41

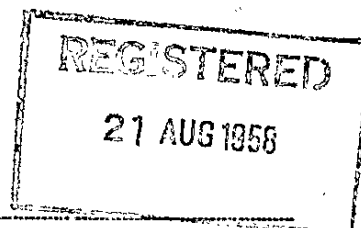
THE COMPANIES ACT, 1948



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.

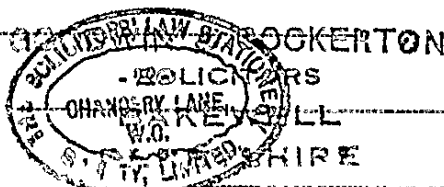
Pursuant to Section 15 (2).



Insert the
Name of the
Company.

Shelton's Properties
LIMITED

ed by



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; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Richard William Penn Cockerton

of Burra House, Bakewell in the County of Derby

a solicitor of the Supreme Court

(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) a solicitor of the
Supreme Court engaged in the formation

of

Shellards Quarries

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.

Declared at Bakewell

in the County of Derby

the 29th day of July

one thousand nine hundred and

fifty eight.

Before me,

J. Chapman.

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

RWP

Number of }
Company }

610079/1

Form No. 25.

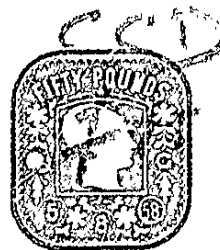
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF



Shellards Quarries

LIMITED.

REGISTERED

27 AUG 1958

Pursuant to 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 £100 or fraction of £100.

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

Presented by

GOODWIN & COCKERTON
SOLICITORS
BAKEWELL
DERBYSHIRE

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; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

Shellards Quarries Limited,

is £ 15, 000. , divided into:

15,000 Shares of One pound each

~~15,000~~ Shares of ~~One pound~~ each

*Signature G E Sheldon

Description Secretary

Dated the 29th day of July 1958

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

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



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SHELLARDS QUARRIES LIMITED



1. The name of the Company is "SHELLARDS QUARRIES 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 proprietors of quarries, limekilns, mines and mineral undertakings, producers, suppliers, manufacturers and merchants and dealers in stone of all kinds, sand, clay, bricks, lime, dolomite, cement, tar, macadam, iron, silica, fluorspar, calcite, barytes, and other minerals, builders' merchants, engineers, contractors, road making, bridge building and road repairing contractors, and to buy, sell, dress, mill and prepare for market, import, export and deal in minerals and stone of all kinds, and to search for, get, win, work, quarry, raise, make marketable for use, sell and dispose of bricks, oil, iron, clay, limestone, metals, minerals and stone of all kinds, and any other substances or products in, upon or under any property of the Company, and to grant and receive prospecting and mining, quarrying and other licences, rights and privileges for such purposes.
- (B) 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.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary

REGISTERED

21 AUG 1958



2507
19 AUG 1958

1641

or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) 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.
- (F) 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.
- (G) 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.
- (H) 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.
- (I) 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.
- (J) 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 dependants 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 dependants 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.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) 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.
- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (O) 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.
- (P) 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.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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, trustees, sub-contractors or otherwise.
- (V) 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 £15,000, divided into 15,000 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>Albert Sheldon</i> SHeldon Duke Street, Middletown by Winksworth, Derbyshire, Mineral Merchant,	One
<i>Dorothy Ellen Sheldon</i> Duke Street, Middletown by Winksworth, Derbyshire, Married Woman.	One.
<i>Eric Sheldon</i> Sandymill, Middletown by Winksworth, Derbyshire, Quarry Foreman.	One.

Dated this *29th* day of *July*, 1958.

Witness to the above Signatures—

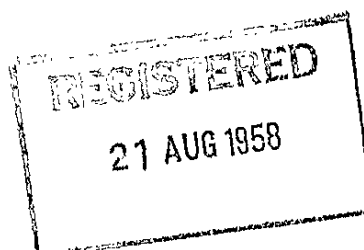
RWP Cockerton COCKERTON
Solicitor
Bridge Street
Bakewell
Derbyshire



The Companies Act, 1948



COMPANY LIMITED BY SHARES



Articles of Association OF SHELLARDS QUARRIES 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. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the

Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

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.

TRANSFER OF SHARES.

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the

retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

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

PROCEEDINGS AT GENERAL MEETINGS.

9. 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.

10. 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 four. The following shall be the first Directors of the Company, that is to say—Albert Sheldon, Dorothy Ellen Sheldon and Eric Sheldon.

11. The qualification of a Director shall be the holding of 100 shares of the Company. A Director may act before acquiring his qualification.

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

BORROWING POWERS.

13. 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.

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

DISQUALIFICATION OF DIRECTORS.

15. 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.

16. 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.

17. 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.

18. 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 required to hold any qualification or 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.

19. 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.

20. 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.

21. 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

Albert Sheldon

Duke Street,
Middletown by Wirksworth,
Derbyshire,
Mineral Merchant.

Dorothy Ellen Sheldon

Duke Street,
Middletown by Wirksworth,
Derbyshire,
Married Woman.

Eric Sheldon

Sandyhill,
Middletown by Wirksworth,
Derbyshire,
Quarry Foreman.

Dated this 29th day of *July*, 1958.

Witness to the above Signatures—

N.W. Sheldon
Solicitor

Bridge Street
Bakewell
Derbyshire

DUPLICATE FOR THE FILE

No. 610079



Certificate of Incorporation

I Hereby Certify That

SHELLARDS QUARRIES LIMITED

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

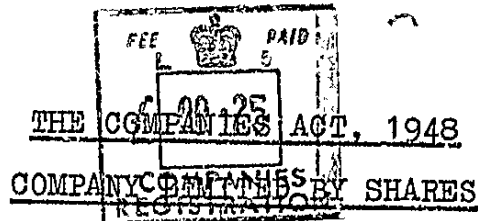
Given under my hand at London this.....Twenty-first.....day of
August.....One Thousand Nine Hundred and Fifty eight.....

Assistant Registrar of Companies

Certificate
received by }

Date.....

610079



R E S O L U T I O N

- of -

SHELLARDS QUARRIES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 13th May 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

REGISTERED

19 MAY 1965

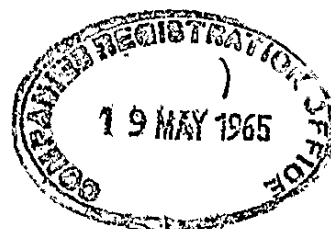
RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended as follows :-

- (A) By the deletion of Article 7. Regulation 24 of Table 'A', Part I, shall apply to the Company and Article 2 shall be amended accordingly.
- (B) Article 10 shall be amended by the deletion of the word "four" and the substitution therefor of the word "six".
- (C) By the deletion of Article 11. Regulation 77 of Table 'A', Part I, shall apply to the Company and Article 2 shall be amended accordingly.

M. Elmer

Chairman.



We hereby certify that this print has
been produced by Type - Lithography
SOLIDATORS' AND GENERAL TYPEWRITING CO. LTD.
W. H. H. H. DIRECTOR
8, NEW SQUARE, LINCOLN'S INN, W.C.2.

No. 610079 ^{29.}

The Companies Acts 1948 to 1967

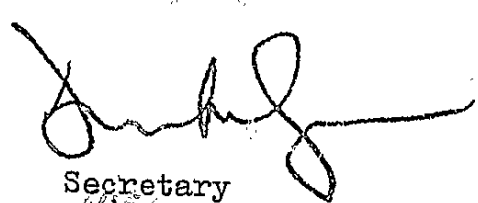
C O M P A N Y L I M I T E D B Y S H A R E S

SHELLARDS QUARRIES
LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 19th June, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

1. THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by inserting in Clause 3 thereof after paragraph (F) the following new paragraph to be numbered (FF) :-
 - " To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business."


Secretary

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

SHELLARDS QUARRIES LIMITED

(as amended by Special Resolution passed on 19th June, 1972)

1. The name of the Company is "SHELLARDS QUARRIES 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 proprietors of quarries, limekilns, mines and mineral undertakings, producers, suppliers, manufacturers and merchants and dealers in stone of all kinds, sand, clay, bricks, lime, dolomite, cement, tar, macadam, iron, silica, fluorspar, calcite, barytes, and other minerals, builders' merchants, engineers, contractors, road making, bridge building and road repairing contractors, and to buy, sell, dress, mill and prepare for market, import, export and deal in minerals and stone of all kinds, and to search for, get, win, work, quarry, raise, make marketable for use, sell and dispose of bricks, oil, iron, clay, limestone, metals, minerals and stone of all kinds, and any other substances or products in, upon or under any property of the Company, and to grant and receive prospecting and mining, quarrying and other licences, rights and privileges for such purposes.

- (B) 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.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, 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.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) 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.
- (F) 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.
- (FF) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present

and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.

- (G) 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.
- (H) 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.
- (I) 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.
- (J) 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 dependants 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 dependants 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.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) 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.
- (M) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (N) 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 special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (O) 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.

- (P) 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.
- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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.

- (U) 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, trustees, sub-contractors or otherwise.
- (V) 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 £15,000, divided into 15,000 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
ALBERT SHELDON, Duke Street, Middleton by Wirksworth, Derbyshire. Mineral Merchant.	One
DOROTHY ELLEN SHELDON, Duke Street, Middleton by Wirksworth, Derbyshire. Married Woman.	One
ERIC SHELDON, Sandyhill, Middleton by Wirksworth, Derbyshire. Quarry Foreman.	One

DATED this 29th day of July, 1958.

WITNESS to the above Signatures:-

R. W. P. COCKERTON,
Bridge Street,
Bakewell,
Derbyshire.

Solicitor.

Company No.

610079

The Companies Acts 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SHELLARDS QUARRIES LIMITED

Passed 15th November 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Construction House, Wolverhampt . . . the 15th November 1973, the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

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

P.B. Woodman

Secretary



Printed by the Rotaprint Offset Litho process

CHINGHALL
Wolverhampton

This is the printed document referred to in the Special Resolution passed at an Extraordinary General Meeting of the Company held 15th November 1973.

THE COMPANIES ACTS 1948 to 1967

610079

COMPANY LIMITED BY SHARES

Chairman

ARTICLES OF ASSOCIATION

of

SHELLARDS QUARRIES LIMITED

(New Articles of Association adopted by Special Resolution passed on 15th November 1973)

TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 75, 79, 84 and 89 to 97 (inclusive) and 113 of Part I of Table A shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

IIEN

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

GENERAL MEETINGS

7. In paragraph 54 of Part I of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58 (b) of Part I of Table A the words "one Member" shall be substituted for "three Members".

DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any person proposed to be appointed a Director shall be capable of being so appointed, notwithstanding that at the time of such appointment he has attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

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

15. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason of such Director holding that office or of the fiduciary relationship thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(3) A Director shall be counted in the Quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

16. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

17. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

18. The Directors may at any time and from time to time appoint any of the Managers or other executive employees of the Company to be Local, Regional or Divisional Directors of the Company, and may define, limit and restrict their powers, authorities and discretions, and may fix and determine their remuneration, duties, immunities and qualifications, and may at any time remove any Local, Regional or Divisional Director so appointed. A Local, Regional or Divisional Director shall not be entitled to attend meetings of the Board of Directors unless invited so to do and shall not be taken into account when considering the number to form a quorum at any meeting of the Directors. In the interpretation of these Articles the word "Director" shall not include either a Local, Regional or Divisional Director.

19. In paragraph 86 of Part I of Table A the words from "and every Director" to the end of the paragraph shall be deleted.

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

SEAL

21. 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 of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary (or some other person appointed by the Directors for the purposes in any particular case or generally) or by two Directors or by any two members of a Committee of Authorised Signatories appointed by the Directors.

THE COMPANIES ACTS 1948 to 1967

610079

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHELLARDS QUARRIES LIMITED

(New Articles of Association adopted by Special Resolution passed on 15th November 1973)

TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 75, 79, 84 and 89 to 97 (inclusive) and 113 of Part I of Table A shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

LIEN

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

GENERAL MEETINGS

7. In paragraph 54 of Part I of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58 (b) of Part I of Table A the words "one Member" shall be substituted for "three Members".

DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any person proposed to be appointed a Director shall be capable of being so appointed, notwithstanding that at the time of such appointment he has attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

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

15. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason of such Director holding that office or of the fiduciary relationship thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(3) A Director shall be counted in the Quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

16. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

17. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

18. The Directors may at any time and from time to time appoint any of the Managers or other executive employees of the Company to be Local, Regional or Divisional Directors of the Company, and may define, limit and restrict their powers, authorities and discretions, and may fix and determine their remuneration, duties, immunities and qualifications, and may at any time remove any Local, Regional or Divisional Director so appointed. A Local, Regional or Divisional Director shall not be entitled to attend meetings of the Board of Directors unless invited so to do and shall not be taken into account when considering the number to form a quorum at any meeting of the Directors. In the interpretation of these Articles the word "Director" shall not include either a Local, Regional or Divisional Director.

19. In paragraph 86 of Part I of Table A the words from "and every Director" to the end of the paragraph shall be deleted.

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

SEAL

21. 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 of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary (or some other person appointed by the Directors for the purposes in any particular case or generally) or by two Directors or by any two members of a Committee of Authorised Signatories appointed by the Directors.

No. 610079

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43

Companies Act 1985

SPECIAL RESOLUTION

of

SHELLARDS QUARRIES LIMITED

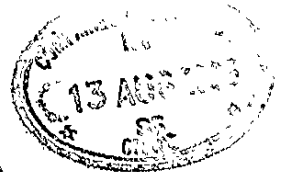
At the annual general meeting of the above-named Company duly convened and held at its registered office at Ettingshall, Wolverhampton, on 17 April 1986, the following Special Resolution was duly passed:-

That the Company having been dormant throughout the financial year, it was resolved that pursuant to the powers contained in Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

CERTIFIED A TRUE COPY



F.G. TURNER
Secretary
24 June 1986



Company No. 610079

COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
SHELLARDS QUARRIES LIMITED**

Passed 19 November 1993

At an EXTRAORDINARY GENERAL MEETING of SHELLARDS QUARRIES LIMITED held on Friday 19 November 1993 the following Resolution was passed as a Special Resolution:

"That the name of the Company be changed to
WERGS HALL INSURANCE SERVICES LIMITED"

Hilton Hall
Essington
Wolverhampton
WV11 2BQ

A. C. Smith
Secretary

£10 paid
= 40 P.A.S.V



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 610079

I hereby certify that

SHELLARDS QUARRIES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WERGS HALL INSURANCE SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 30 NOVEMBER 1993

A handwritten signature in ink, appearing to read 'M. Lewis', with the name 'M. LEWIS' printed in a bold, sans-serif font directly beneath it.

an authorised officer

No. 610079

THE COMPANIES ACTS 1985 AND 1989

~ ~ ~ ~ ~

COMPANY LIMITED BY SHARES

~ ~ ~ ~ ~

RESOLUTIONS

OF

WERGS HALL INSURANCE SERVICES LIMITED

Passed 10 December 1993

At an EXTRAORDINARY GENERAL MEETING of WERGS HALL INSURANCE SERVICES LIMITED held on 10 December 1993 the following Resolutions were passed:

Ordinary Resolution

1. THAT the authorised share capital of the Company be increased to £100,000 by the creation of 85,000 additional ordinary shares of £1 each.

Special Resolution

2. THAT the provisions of the Memorandum of Association of the Company be altered by deleting the existing clause 3(A) thereof and substituting therefor a new clause 3(A) as follows:

- 3(A) (i) To carry on business as insurance brokers, consultants and agents, and underwriting agents in all classes of insurance and as insurance advisors, consultants, assessors, valuers, surveyors and average adjusters and to act as agents or managers for any Insurance Company or association or for any individual underwriter in connection with his insurance or underwriting business (wherever the same may be carried on) or any branch of the same and to make arrangements for all classes of insurance (including group, life, marine and accident) and to enter into any agreements for any of the purposes aforesaid with any such company, association or underwriter.



- (ii) To carry on the business of an insurance and guarantee company in all its branches, insure against risks of all kinds which are insured against by insurance companies or underwriters at Lloyd's and to undertake all kinds of insurance risks and all kinds of guarantee and indemnity risks and to re-insure and counter insure all or any risks and to undertake all kinds of re-insurance and counter-insurance connected with any of the business aforesaid.
3. THAT the regulations contained in the printed document marked "A" submitted to this Meeting and, for the purpose of identification, signed by the chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

A handwritten signature in dark ink, appearing to be 'R. B. Smith', written over a horizontal line.

Secretary

DOCUMENT "A"

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

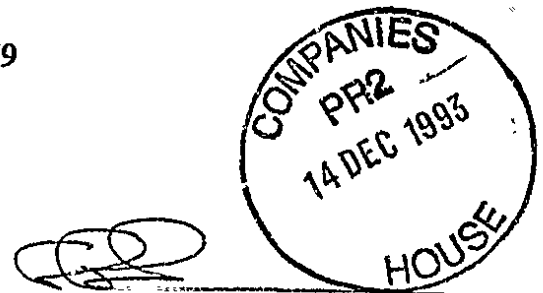
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

WERGS HALL INSURANCE SERVICES LIMITED

Adopted the 10th day of December 1993

COMPANY NUMBER 610079



.....
Chairman

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
~~~~~  
A PRIVATE COMPANY LIMITED BY SHARES  
~~~~~  
ARTICLES OF ASSOCIATION

OF
WERGS HALL INSURANCE SERVICES LIMITED
~~~~~  
PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 64 and 73-75 inclusive of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital of the Company from time to time; and that this authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

## GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

## DIRECTORS

7. 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 (Clause 89 of Table A being deemed to be modified accordingly) and if he is present in person or through an alternate such shall constitute a quorum.

8. (A) The holder or holders of at least 75% in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing sent by post to or left at the Registered Office for the time being of the Company appoint any person to be a Director (either to fill a vacancy or as an addition to the existing Board) and/or remove any person from such office in like manner.

(B) The Directors shall also have power at any time and from time to time to appoint any person to be a Director either to fill a vacancy or as an additional Director.

(C) The Directors shall not be subject to retirement by rotation; and Clauses 76 to 80 (inclusive) of Table A shall be modified accordingly.

(D) Any Director may appoint any other person to act as alternate Director on his behalf in his absence. Any appointment of an alternate Director shall be notified in writing to the Secretary at the Registered Office of the Company; such appointment may be either "special" (that is, limited to a particular meeting) or "general" (that is, effective until determined, either through effluxion of time or written notice, copied to the Secretary at the Registered Office of the Company). A special alternate shall (in the absence of his appointor) be entitled to represent his appointor and vote in his place at the meeting referred to in his appointment. A general alternate shall (subject to his giving to the Company an address in the United Kingdom for this purpose) be entitled

(i) to receive notice of meetings of Directors

(ii) to attend and vote as a Director at any meeting at which his appointor is not personally present and

(iii) generally (in the absence of his appointor) to exercise all the functions of his appointor as a Director (save that of appointing an alternate Director).

Regulations 65 and 66 of Table A shall not apply.

9. 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.

10. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

#### INDEMNITY

11. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### TRANSFER OF SHARES

12. 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; and Clause 24 of Table A shall be modified accordingly.

#### EXECUTION OF DOCUMENTS

13. Where the law so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company as a Deed shall have the same effect as if executed under the Seal of the Company provided that no such instrument shall be so executed without the authority of the Directors or a Committee authorised by the Directors in that behalf.

#### SINGLE MEMBER COMPANY

14. If and so long as the Company has a sole member the following provisions shall apply:

(A) One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum and a proxy shall be entitled to vote on a show of hands; and Clause 54 of Table A shall be modified accordingly.

(B) Clauses 40 and 41 of Table A shall not apply to the Company.

(C) The sole member of the Company (or proxy or representative as applicable) shall be the Chairman of General Meetings.

(D) Clauses 42 to 52 (inclusive) of Table A shall not apply to the Company.

(E) Without prejudice to section 303 of the Act, a sole member may by notice in writing remove a Director from office.

(F) A sole member shall have the right of inspecting any accounting records or other book or document of the Company; and Clause 109 of Table A shall not apply to the Company.

(G) If the sole member of the Company makes a decision which may be taken by the Company in General Meeting and which has effect as if agreed by General Meeting he must, unless the decision is made by written resolution, provide the Company with a written record of that decision.

(H) If at any time the membership of the Company is increased from one the Secretary shall record the fact in the Company's Register of Members with the name and address of the person who was formerly the sole member.



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

610079

Name of company

\* WERGS HALL INSURANCE SERVICES LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 10 December 1993 the nominal capital of the company has been  
increased by £ 85,000 beyond the registered capital of £ 15,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Pari passu with existing ordinary shares

Please tick here if  
continued overleaf

☐

† delete as  
appropriate

Signed

[Director][Secretary]† Date 10.12.93

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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 5030  
TELEX 201010



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

The Secretary  
Tarmac PLC  
Hilton Hall  
Essington  
Wolverhampton  
WV11 2BQ

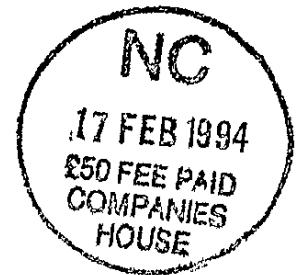
For official Use

General Section

Post room



Company No. 610079



THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

~~~~~

## SPECIAL RESOLUTION

OF

**WERGS HALL INSURANCE SERVICES LIMITED**

Passed 9 February 1994

At an EXTRAORDINARY GENERAL MEETING of WERGS HALL INSURANCE SERVICES LIMITED held on Wednesday 9 February 1994 the following Resolution was passed as a Special Resolution:

"That the name of the Company be changed to  
WERGS HALL INSURANCE BROKERS LIMITED"

Hilton Hall  
Essington  
Wolverhampton  
WV11 2BQ

A. C. Smith  
Secretary





# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 610079

I hereby certify that

WERGS HALL INSURANCE SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WERGS HALL INSURANCE BROKERS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 24 FEBRUARY 1994

  
MRS. L. PARRY

an authorised officer