

NO. OF COMPANY.

617910/1

[C.F. 41]

THE COMPANIES ACT, 1948.



A 5/-
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)

(SEE FOOTNOTE OVERLEAF.)

REGISTERED

1- JAN 1959

NAME OF

COMPANY.....

Ellesmere Sand & Gravel Co.

LIMITED.

IT. No. C.F.41.

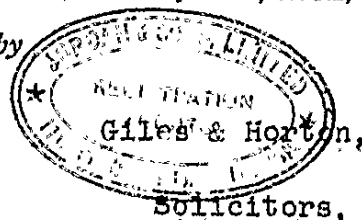
C511 J5164(U) L

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers

116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



012510

I, Frank Horton

of Ellesmere in the County of Salop

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of


Ellesmere Sand & Gravel Co. 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 Ellesmere in the
County of Salop

the 19th day of December

One thousand nine hundred and fifty eight
before me,


A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

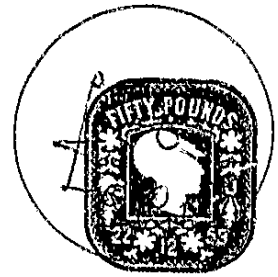
This margin to be reserved for binding.

617910/2

NO. OF COMPANY

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act. 1933.)

REGISTERED

1—JAN 1959

NAME OF

COMPANY..... Ellesmere Sand & Gravel Co.

LIMITED.

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

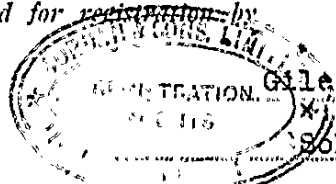
CAT. No. C.A. 25.

P132 JS 156(H)(L)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by



Giles & Horton,
Solicitors,

018514

The Nominal Capital

of Ellesmere Sand & Gravel Co.

..... LIMITED,

is £10,000 , divided into 10,000 shares of £.....

each.

Signature *W. J. Griffith*

Description Director.

Date 19th December 1958

617910/3



Companies Act, 1948.



REGISTERED

1- JAN 1959

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

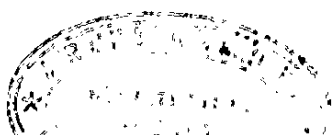
ELLESMERE SAND & GRAVEL CO. LIMITED

1. The Name of the Company is "ELLESMERE SAND & GRAVEL CO. LIMITED."

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

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

- (A) To carry on either together or as distinct and separate businesses the businesses of Sand and Gravel Merchants, Washers, Graders, Crushers, Breakers, Screeners, Sprayers, Mixers, Preparers and Merchants of and Dealers in Sand, Gravel, Ballast, Granite, Clinkers, Lime, Breeze, Hoggins, Flints, Chalk, Cement, Limestone, Clay, Concrete, Macadam, Mortar, and Road Making and Building Materials of every description, Proprietors of Sand and Gravel Pits, Contractors, Builders, Hauliers, Proprietors, Hirers, Charterers, and Letters to Hire of Steam Rollers and Bulldozers, Plant, Motors and Lorries and Trucks and to undertake towing, earth removing and salvage work of every description and to carry on the businesses of General Merchants, Factors, Agents and Traders.
- (B) To buy, sell, repair and deal in plant and machinery, tools, apparatus, materials and things required in carrying on any of the before mentioned businesses or capable of being used or dealt with in connection therewith.



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- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Ten Thousand Pounds, divided into Ten Thousand Shares of One Pound each.

We the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>W H Griffiths Calgary Astor near Cowestry Salop. Sand & gravel Merchant</p>	1
<p>H. H. Griffiths Astor Galio Farm Astor near Cowestry Salop Sand & gravel Merchant</p>	1

Dated the 19th day of December, 1958.

Witness to the above Signatures:—

J. H. H. H.
 J. H. H.
 J. H. H.

617910/4



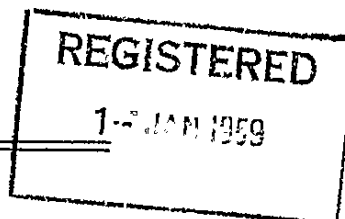
The Companies Act, 1948.

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18.1.59

COMPANY LIMITED BY SHARES



Articles of Association
OF
**ELLESMERE SAND & GRAVEL CO.
LIMITED**



PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 76 and 77 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is Ten Thousand Pounds divided into Ten Thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES.

6. Notwithstanding the provisions of Clause 3 in Part II of Table A any Share may be transferred by either of the first Directors named in Article 10 hereof to any child or other issue, son-in-law, daughter-in-law, brother, sister, nephew, niece or wife of such first Director and any Share of a deceased first Director may be transferred by his Legal Personal Representatives to any child or other issue, son-in-law, daughter-in-law, brother, sister, nephew, niece or widow of such deceased first Director and any Share of a deceased first Director may be transferred by his Legal Personal Representatives to any Member of the Company to whom such deceased first Director may have specifically bequeathed the same.

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS.

9. If at any General Meeting a poll is duly demanded on a resolution to remove a first Director from office, such first Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more first Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

10. (a) WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS shall be the first Directors of the Company and each of them shall hold office until he dies or resigns.
- (b) While the said WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS or either of them holds office as Directors or Director all powers authorities and discretions vested in the Directors by the Companies Act, Table A or these Articles shall be vested in them or him alone and all other Directors (if any) for the time being of the Company shall exercise such powers only as the said WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS or either of them may delegate to them and they shall be bound to conform to their or his directions in regard to the Company's business.

- (c) So long as the said WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS or either of them shall continue to hold office of Directors or Director they or he may from time to time and at any time appoint other persons to be Directors of the Company and define limit and restrict their powers and fix their remuneration and duties and may at any time without notice remove any Director so appointed.
- (d) So long as the said WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS or either of them shall continue to hold office as Directors or Director the provisions of Table A as to the appointment remuneration rotation and removal of Directors shall be in abeyance.
- (e) So soon as both of them the said WILLIAM HENRY GRIFFITHS and FREDERICK TUDOR GRIFFITHS cease to be Directors of the Company the Company in General Meeting shall appoint Directors to whom the provisions of Table A as modified by these Articles shall apply.
- (f) Subject to the above sub-clauses and unless otherwise determined by a General Meeting the number of Directors shall not be less than two nor more than five.

11. The proviso to Clause 79 in Part I of Table A shall be read and construed as if for the words "for the time being issued" there were substituted the words "for the time being authorised".

12. A Director may vote as a Director in regard to 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 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

W. H. Griffiths

Calgary Astor near Owerly Salop
Sand & Gravel Merchant

W. H. Griffiths

Astor Gate Farm Astor near Owerly Salop
Sand & Gravel Merchant

Dated the 19th day of December, 1958.

Witness to the above Signatures:—

J. H. H. H.

Solentis

Ellenore

DUPLICATE FOR THE FILE

No. 617910



Certificate of Incorporation

I Hereby Certify That

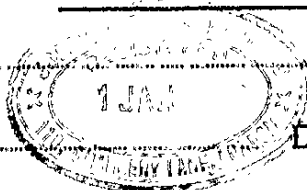
ELLESMERE SAND & GRAVEL CO. LIMITED

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

Given under my hand at London this First day of
January One Thousand Nine Hundred and Fifty nine.

L. H. (and for)
Registrar of Companies

Certificate
received by }



Date



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 617910 / 27

I hereby certify that

ELLESMERE SAND & GRAVEL CO. LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

FRANKTON ESTATES LIMITED

Given under my hand at London the 20th May 1974

N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

SPECIAL RESOLUTION

pursuant to Section 141 (2) of the Companies Act 1948.

FRANKTON ESTATES LIMITED

Passed the 30th day of JULY 19 82

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at WOOD LANE,

ELLESMERE, SHROPSHIRE

on the 30th day of JULY 19 82

the following SPECIAL RESOLUTION was duly passed:-

It was duly resolved that the name of the company
be changed to ELLESMERE SAND & GRAVEL CO. LIMITED.



M. Sleight

SECRETARY

Lloyds
E40 -
000962



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 617910
42

I hereby certify that

FRANKTON ESTATES LIMITED

having by special resolution changed its name, is now
incorporated under the name of

ELLESMERE SAND & GRAVEL CO. LIMITED

Given under my hand at Cardiff the

26TH NOVEMBER 1982

A handwritten signature in dark ink, appearing to read 'A. V. Jones'.

Assistant Registrar of Companies