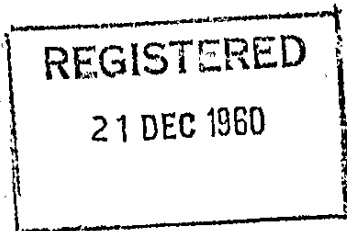


NO. OF COMPANY.....678567/

[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.)

NAME OF
COMPANY.....

NEWATER INVESTMENTS LIMITED.

CAT. No. C.F.41.

C511 J5164(J)L

**JORDAN & SONS,
LIMITED**

Company Registration Agents, Printers and Publishers

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

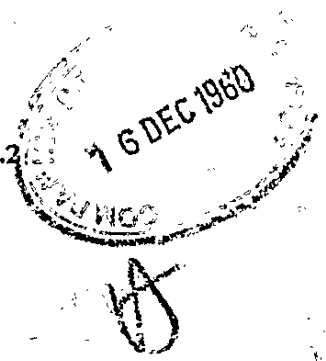
Presented by

Contrell Son & Wm. Kentish,

Solicitors,

6 Waterloo Street,

Birmingham 2.



I, DAVID VERNON SWYNFEN COTTRELL

of 6 Waterloo Street Birmingham 2.

29
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

Newater Investments

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 Birmingham

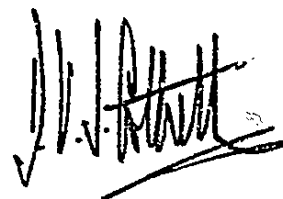
in the County of Warwick

the 5th day of December

One thousand nine hundred and sixty

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.

(a) Delete words not required.

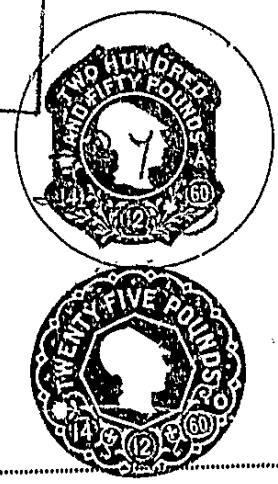
This margin to be reserved for binding.

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

NO. OF COMPANY.....678567
2

REGISTERED
21 DEC 1960

COMPANY HAVING A SHARE CAPITAL.



Inland Revenue
Duty Stamp
to be
impressed
here,

NAME OF
COMPANY.....

NEWATER INVESTMENTS LIMITED.

Statement of the Nominal Capital
made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 55,000. 0. 0.

Signature.....J. V. J. [Signature]

Date.....5th December 1960..... Description..... Director

This Statement must be signed by an officer of the Company.

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

CAT. No. C.A. 25.

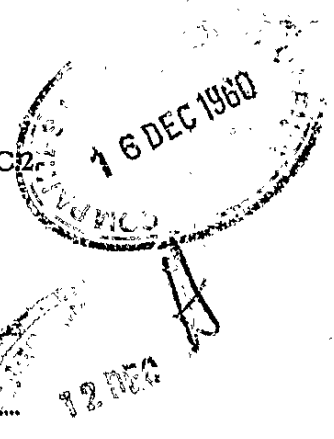
S852 (P) □

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

Cottrell & Son & Wm. Kentish,
Solicitors,

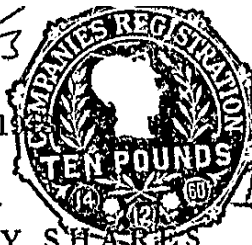
6 Waterloo Street,



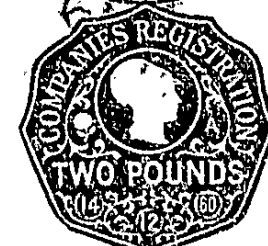


678567/3

The Companies Act, 1947



COMPANY LIMITED BY SHARES



REGISTERED

21 DEC 1960

Memorandum of Association

OF

NEWATER INVESTMENTS LIMITED.

1. The Name of the Company is "NEWATER INVESTMENTS 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 purchase, lease, exchange or otherwise deal in and to hold for the purposes of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any property, and any stocks, shares, debentures, debenture stock, bonds, obligations or securities of any Government, State or authority, or of any public or private company, corporate or unincorporate; to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; to construct, reconstruct, alter, improve, decorate, furnish and maintain houses, flats, apartments, service suites, hotels, shops, offices, factories, warehouses, buildings, works and conveniences of all kinds, to consolidate or connect or subdivide properties, and to lease or otherwise dispose of the same, and to advance money to and to enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income.

(B) To carry on all or any of the businesses of Builders, Builders' Merchants, Ironmongers, General Contractors, and Sub-Contractors, Plant Hire Specialists, Hirers, Letters on Hire, Manufacturers, Repairers, Merchants, Proprietors, Distributors, and Agents for the sale of, and Dealers in Building, Engineering, Agricultural and other Machinery, Plant, Vehicles, Equipment and Appliances of every description, and Earth Moving, Excavating, Draining, Dredging, Digging, Levelling, Site-clearing, Mining, Quarrying, Road-Making, and Demolition Plant, Machinery, and Appliances of all kinds, Agricultural and Electrical Contractors, Manufacturers, Hirers, Repairers and Agents for the sale of and Dealers in Electrical, Motor and

P/18546
16 DEC 1960

Agricultural Engineering Appliances, Apparatus, Accessories, Materials, Stores, Spare Parts, Conveniences and things of every description, Tar Paviers, Asphalte Makers, Quarry Masters, Sand and Gravel Pit Owners, Stone Merchants, Manufacturers of Concrete Blocks, Slabs, Kerbs, Setts and Channeling, Merchants of and Dealers in Road-making and Building Materials of every description, Ship and Barge Owners, Civil, Consulting, Constructional, Sanitary, Electrical, Motor, Gas, Hot Water, Mining, Mechanical, and General Engineers, Timber Merchants and Sawyers, Plumbers, Graziers, Painters, Decorators, Brick, Tile and Slate Merchants, Makers of and Dealers in Earthenware, Hardware and Builders' Domestic and General Ironmongery, Coal and Coke Merchants, Garage Proprietors, Road Haulage and Transport Contractors, and General Merchants.

- (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 promote, effect, insure, guarantee, underwrite, participate in, manage and carry out any issue public or private of state, municipal or other loans or of Shares, stock, debentures or debenture stock of any company, corporation or association, and to lend money for the purposes of any such issue.
- (V) 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.
- (W) 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.
- (X) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (Y) 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 £55,000, divided into Fifty-Five Thousand Shares of £1 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.	No. of Shares taken by each Subscriber.
<p>David Vernon Swayne Otwell The Manor House Bredon N^o Tewkesbury Solicitor & Notary Public Glos</p>	One
<p><i>Pe Va Ham</i> HARRIS MARTIN COURT. MARTIN HUSSINGTREE N^o WORCESTER.</p>	One
<p>STOCKBROKER Jack Alwyn Suggitt SUGGITT 42, Hampton Lane, Solihull. Warwickshire Chartered Architect.</p>	one.
TOTAL SHARES TAKEN.	
	Three

Dated this 5th day of December 1960

Witness to the above Signatures :-

LESLIE T. WINDMILL

Leslie T. Windmill
Managing Clerk to Battell Im Thurn. Kentish
Solicitors. Birmingham. 2.

678567/4



The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

REGISTERED

21 DEC 1960

OF

NEWATER INVESTMENTS 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 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 £55,000, divided into Fifty-Five Thousand Shares of £1 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.

GENERAL MEETINGS.

6. 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.

7. 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.

8. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent 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 Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than five.

10. The following persons shall be the first Directors of the Company:-

David Vernon Swynfen Cottrell,
Peter Harris and
Jack Alwyn Suggitt.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 39 to 94 in Part I of Table A shall not apply to any Permanent Director.

11. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Ten Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

12. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

13. 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.

14. 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.

David Vernon Ewyfen Cottrell
The Manor House Bredon Nr Tewkesbury
Solicitor & Notary Public Glos

P W Ham
MARTIN COURT
MARTIN HUSSINGTREE
Nr WORCESTER
STOCKBROKER

Jack Alwyn Suggitt
42, Hampton Lane,
Solihull, Warwickshire
Chartered Architect.

Dated this 5th day of November 1960

Witness to the above Signatures :-

Julie J. Hindmill
Managing Clerk to Galtell Sm & Son, Pershore
Solicitors, Birmingham. 2.

No. C. 173

DUPLICATE FOR THE FILE

No. 678567



Certificate of Incorporation

I Hereby Certify, that

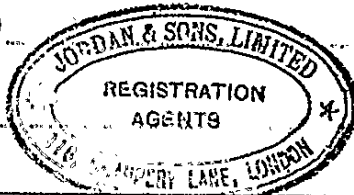
NEWATER INVESTMENTS LIMITED

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 December One Thousand Nine Hundred and Sixty.

L. R. (and for)
Registrar of Companies.

Certificate
received by



Date. 21 DEC 1960