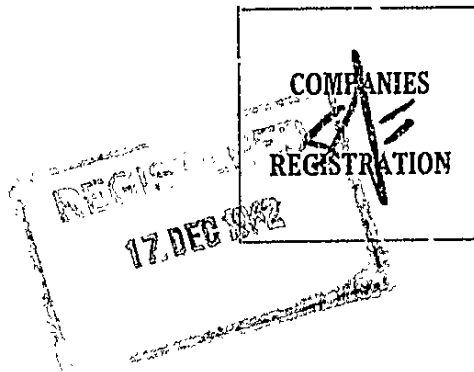


No. of Company

744253/1

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

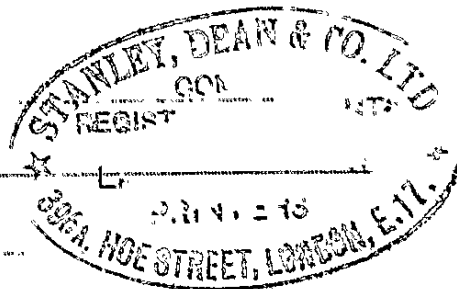
DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948.

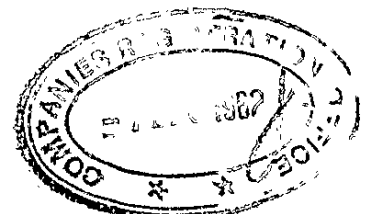
Name
of
Company

A. E. W. (Development)
Limited.

Presented by



PRINTED BY S. D. & CO. LTD., W'STOW, E.17.



I, Arthur Edward Whithell
of Oldfield House, 17, Bouverie Hill,
Wellington, Sussex

Do solemnly and sincerely declare that I am ^(a) a person
named in the Articles of Association
as a Director 6A.

of A.E.W. (Developments)

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 Eastbourne in the
County of Sussex
the 29th day of November
one thousand nine hundred and sixty-two
before me.

W. J. L. L. L.
(b) A Commissioner for Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a 'Director' or the 'Secretary'."
(b) or Notary Public or Justice of the Peace.

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

Arthur Edward Whithell

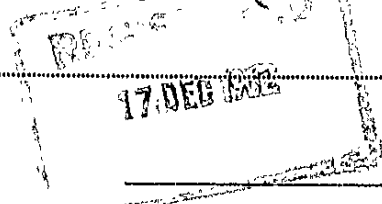
No. of Company.....744253/2

STATEMENT OF NOMINAL CAPITAL
OF



A. E. W. (Development)

.....LIMITED



10/ced

NOMINAL CAPITAL of the above-named Company is £100

Signature.....*[Signature]*

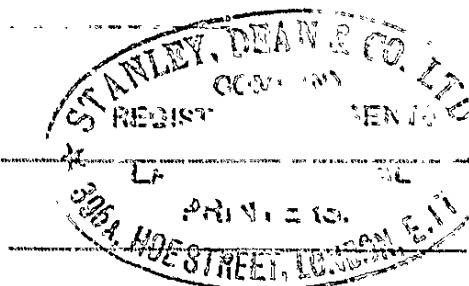
Description.....*Director*

Date.....29th November 1962

STATEMENT of the Nominal Capital made pursuant to s. 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.)

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

Presented for registration by



Stamps LCS 303.



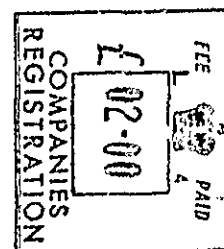
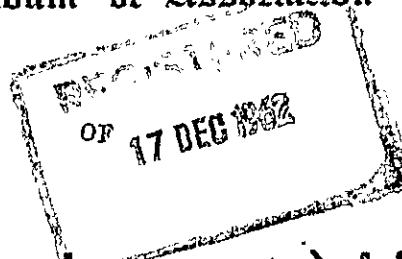
744253/3

The Companies Act, 1948.



COMPANY LIMITED BY SHARES

Memorandum of Association



A. E. W. (Developments) Limited

1. The name of the Company is:— "A. E. W. (Developments) 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 the business of builders, building contractors, electrical contractors, plasterers, painters, decorators, interior decorators, furnishers, bricklayers, demolition contractors, stone masons, pointing contractors, shop front fitters, pavement light makers, french polishers, paper hangers, sanitary engineers, plumbers, wood and timber merchants, joiners, carpenters, engineers, electricians, electrical engineers, welders, monumental masons, lime and cement merchants, lightning conductor erectors and maintainers, motor engineers, garage proprietors, carriers and cartage contractors.

(B) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works including roads and footpaths of all kinds, and to manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, concrete products, lime, cement, plaster, timber, steel, iron, metals and alloys generally, asphalt and macadam, paints, enamels, polishes, lacquers, colours, distempers, papers, electrical goods, plastics, builders' and decorators' requisites, sand, ballast, and merchandise generally of every description.

STANLEY, DEAN & CO. LTD.
REGD. OFF.



- (C) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein.
- (E) To erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.
- (F) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (G) To apply for, purchase or otherwise acquire any copyrights, patents, licences, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (H) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.
- (I) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (J) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.

- (K) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm, or Company, carrying on a business having objects similar or complementary to those of the Company or any of them.
- (L) 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 charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (N) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (O) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (P) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (Q) To pay out of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (R) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (S) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (T) To distribute any property of the Company in specie among the members in accordance with their rights.
- (U) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (V) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of and distinct from each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. *V*

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges, whether qualified or not, attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

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>Arthur Edward Whickello Oldfield House 17 Coopers Hill Willingdon Sussex <u>Company Director</u></p>	one
<p>Elsie Eleanor Whickello Oldfield House 17 Coopers Hill Willingdon Sussex.</p>	one
<p><u>Company Director</u></p>	

Dated the 28th day of November 1962.

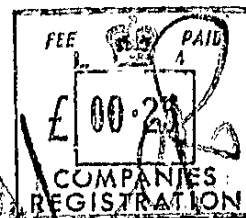
Witness to the above Signatures:---

Brian Arthur Gunnars. GUNNARS

22, Western Ave.

Romford, Essex

Chartered Accountant.



The Companies Act, 1948.

744253

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. E. W. (Developments) Limited

PRELIMINARY.

1. The regulations contained in Table A, Parts I and II, but excluding regulations numbers 24 and 53 of Part I in the first Schedule to the Companies Act, 1948, (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles, so far as such exclusion or variation is consistent with statutory requirements.

2. Clauses 24, 53, 75, 77, 79, 88, 99 and 106 of Part I, of Table A, shall not apply to the Company, Clause 11 of Table A, Part I, shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained and the remaining clauses of Table A, Part I, which are incorporated in Table A, Part II, together with Clauses 2 to 6 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

3. The Company is a private company within the meaning of Section 28 of the Companies Act, 1948.

SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Subject to Clause 6 of Part I of Table A the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles or otherwise provided be entitled to treat the registered holder of any share as the absolute owner thereof and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

DIRECTORS.

6. (a) Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be more than five nor less than two. The following shall be the first Directors of the Company namely:—Arthur Edward Whichello, Elsie Whichello, Peter Edward Whichello and Molly Irene Whichello. *E. E. Whichello*
E. E. Whichello

(b) The said Arthur Edward Whichello shall be a Permanent Director of the Company and shall be entitled to hold office for life or until he resigns or becomes disqualified through any of the causes specified in Article 8 hereof and Clause 96 of Part I of Table A, and Clauses 89 to 93 (inclusive) of Part I of Table A shall not apply to him.

7. The qualification of a Director shall be the holding of at least one share in the Company. A Director may act before acquiring his qualification, but a Director who is not already qualified must obtain his qualification within two months after his appointment.

8. The office of a Director shall be vacated:—

- (a) If he ceases to hold or fails within two months after his appointment to obtain his requisite share qualification ; or
- (b) If he becomes bankrupt, or compounds with his creditors; or

8.

- (c) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act, 1948; or
- (d) If he is found lunatic, or becomes of unsound mind; or
- (e) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (f) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time.

9. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

10. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

SECRETARY.

11. Subject to the provisions of Clauses 110 and 111 of Part I of Table A, the Company shall appoint as Secretary such person as shall be determined by the Directors. In the event of the office of the Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

Names, Addresses and Descriptions of Subscribers.

Arthur Edward Whickello
Oldfield House
17 Coopers Hill
Willingdon Sussex.
Company Director

^{22.12.} Elsie Eleanor Whickello
Oldfield House
17 Coopers Hill
Willingdon Sussex
Company Director

Dated the 28 day of November 1964.

Witness to the above Signatures:--

Brian Arthur Gurney.

22 Western Ave.

Barnham, Essex

Chartered Accountant.

C. 173

DUPLICATE FOR THE FILE.

No. 744253



Certificate of Incorporation

I Hereby Certify, that

A. E. W. (DEVELOPMENTS) LIMITED

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

Given under my hand at London this SEVENTEENTH DAY OF DECEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY TWO.

L. S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Brooke R. Stanley, Dean & Co. Ltd.

Date *17/12/62*

The Companies Acts 1948 and 1967

Company Limited by Shares

SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act 1948)

- of -

A.E.W. (DEVELOPMENTS) LIMITED

Passed 24th February 1976

At an Extraordinary General Meeting of the Members of the abovenamed Company, duly convened and held at Finwell House, 26 Finsbury Square, London EC2A 1EE on the 24th day of February 1976, the following Special Resolution was duly passed:-

RESOLUTION

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

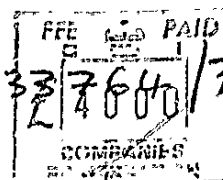
- (a) That Article 2 be amended by the deletion therefrom of the figure "77".
- (b) That Article 7 be deleted.
- (c) That Sub-paragraph (a) of Article 8 be deleted.
- (d) That the Articles as so amended be re-numbered seraitim.



D.W.J. SAVAGE
Chairman

No. of Company 744253

136



540

THE COMPANIES ACTS 1948 and 1967

SPECIAL RESOLUTION

Pursuant to Section 141 (2)

of

A.E.W. (DEVELOPMENTS) LIMITED

Passed 27th October 1978

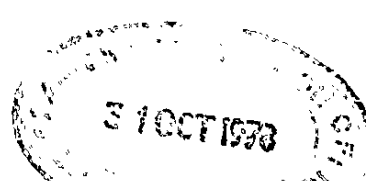
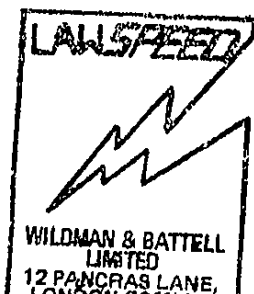
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex, RH12 4BB on the Twenty-seventh day of October 1978 the following SPECIAL RESOLUTION was duly passed:-

"That with the consent of the Board of Trade the name of the Company be changed to
TILBURY DEVELOPMENTS LIMITED"

W. Sedgwick

C.E. Sedgwick

CHAIRMAN OF MEETING



MORETON PHILLIPS & SON
SOLICITORS

With FRANCIS MILLER & STEELE
(COMMISSIONERS FOR OATHS)

JOHN MORETON PHILLIPS
NEVILL H. PHILLIPS, M.A. (OXON).
MICHAEL G. CORKILL, LL.B. (L'POOL)
RICHARD J. I. PARKER, LL.B. (EXON)

5, Charterhouse Square,
London, EC1M 6EE

TELEPHONE 01-251 4931 (7 LINES)

TELEX 261595 MPS

B L.D.E. BOX NO. 171

(OFFICE HOURS 9.15 A.M. TO 5.15 P.M.)

OUR REF: JMP/LP/C.773

YOUR REF: _____

.....30th October,..... 19 ..78.

Wildman & Battell Limited,
12, Pancras Lane,
Queen Street,
London E.C.4.

Dear Sirs,

re: Tilbury Developments Limited

We enclose copy of the Resolution
adopted by our clients, A.E.W. Developments Limited,,
together with a copy of the correspondence with the
Companies Registration Office.

We first of all confirm that Tilbury
Construction Limited is a subsidiary company of
Tilbury Contracting Group Limited, as is A.E.W.
Developments Limited.

We await to hear from you.

Yours faithfully,

Enc.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 744253

/37


I hereby certify that

A.E.W. (DEVELOPMENTS) LIMITED

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

TILBURY DEVELOPMENTS LIMITED

Given under my hand at Cardiff the **13TH NOVEMBER 1978**



E. A. WILSON

Assistant Registrar of Companies

11

THE COMPANIES ACTS 1948 AND 1967

SPECIAL RESOLUTION

Pursuant to Section 141 (2)

of

TILBURY DEVELOPMENTS LIMITED

(formerly A.E.W. DEVELOPMENTS LIMITED)

Passed 24th November 1978

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on the Twenty-fourth day of November 1978 the following SPECIAL RESOLUTION was duly passed:-

"That with the consent of the Board of Trade the name of the Company be changed to T.B.C. DEVELOPMENTS LIMITED "

C. Brand

C. Brand
CHAIRMAN OF MEETING

Filed by: *(signature)*
WILDMAN & BATTELL LTD
12 PANCONGUE LANE,
QUEEN STREET,
LONDON, EC3N 1BJ
TEL: 249 2287



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 744253

139

I hereby certify that

TILBURY DEVELOPMENTS LIMITED

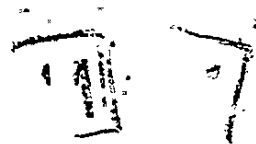
having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

T.B.C. DEVELOPMENTS LIMITED

Given under my hand at Cardiff the **22ND DECEMBER 1978**

E. A. WILSON

Assistant Registrar of Companies



C.172

Tansley Witt & Co

In Association with Bernard Phillips & Co

Chartered Accountants

744353 / 42

28 Ely Place, London EC1N 6RE, tel 01 242 1666 telex 267546 telegrams Callwittin London

TC Harding AI Wylton J Garton Ash MK Forster B Phillips EIC Swaysland NA Chalmers EG Barnett
SD Haylar RT Stone BH Jones IR Harvey CJ Geo CF Halpin RS Heaver PJ Seward LF Semp RG Langer
MG Maiton IP Phillips EA Norman JMI Reed CJR May MJ Palmer EWV Holding FC Flood JFY Lea NL Pye AM Rabarts AP Lincoln

T.B.C. DEVELOPMENTS LTD.

IRH/BML

19th September 1979

Board of Directors,
T.B.C. Developments Limited,
Tilbury House,
Rusper Road,
Horsham,
WEST SUSSEX RH12 4BB

Dear Sirs,

As you are aware, as from 1st September 1979 the London partners in Tansley Witt & Co. joined with the partners in Arthur Andersen & Co. to form a new firm which is practising under the name of Arthur Andersen & Co. Accordingly, this letter is notice of the formal resignation of Tansley Witt & Co. with effect from the date of this letter.

As required by Section 15 of the Companies Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,
TANSLEY WITT & CO.,

Tansley Witt



Principal offices London Belfast Birmingham Bristol Dublin Edinburgh Glasgow Gloucester Leeds Liverpool Manchester Newcastle upon Tyne Nottingham Oxford Plymouth Southampton Worcester

Represented throughout the world by Alexander Grant Tansley Witt

T.B.C. DEVELOPMENTS LTD

EXTRACT FROM THE MINUTES OF A MEETING OF THE DIRECTORS
HELD AT TILBURY HOUSE, HORSHAM, WEST SUSSEX, RH12 4BB,
on WEDNESDAY, 14th NOVEMBER 1979

AUDITORS:

It was proposed and unanimously RESOLVED

THAT Messrs. Spicer & Pegler of St. Mary Axe House, 56-60 St. Mary Axe, London EC3A 8BJ, having signified their willingness to serve, be and are hereby appointed auditors to the Company to fill the casual vacancy arising from the resignation of Messrs. Tansley Witt & Co. of 28 Ely Place, London EC1N 6TL, and to hold office until the next general meeting of the Company or any adjournment thereof, and that the Secretary be authorised to file the necessary notification with the Companies Registration Office.

CERTIFIED A TRUE COPY

B. Brand

Chairman

Date



THE COMPANIES ACTS 1948 AND 1980

SPECIAL RESOLUTION

Pursuant to Section 141 (2)

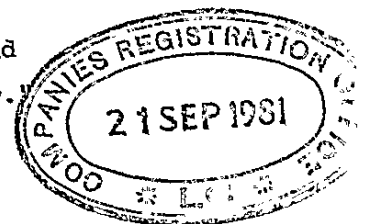
of

T.B.C. DEVELOPMENTS LIMITED

Passed 9th September 1981

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on the Ninth day of September 1981 the following SPECIAL RESOLUTION was duly passed:-

"THAT new Memorandum and Articles of Association in the form herewith submitted to the Meeting and for identification purposes signed by the Chairman, be and they are hereby adopted by the Company."



C. Brand

WILDMAN & DART LL LTD.
33 LUDGATE HILL,
LONDON, EC4M 7JQ
TEL: 240 3207

C. Brand

COMPANY LIMITED BY SHARES

T.B.C. DEVELOPMENTS LIMITED

No. 744253

WILDMAN & BATTELL LTD
33 LUDGATE HILL
LONDON, EC4M 7JQ
TEL. 840 8002

C. Beaud



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

T.B.C. DEVELOPMENTS LIMITED

1. The name of the Company is "T.B.C. DEVELOPMENTS 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 negotiate for, purchase, take on lease or in exchange or otherwise acquire and hold any lands and buildings, and any estate or interest in and any rights connected with any such lands and buildings and to manage or let the same or any part thereof for any period and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof.
 - (B) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building or developing, constructing, furnishing, fitting-up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
 - (C) To control and manage the properties for the time being of the Company, and to receive and collect the rents and profits, dividends, interest and other income from or incident to any lands, investments or other property of the Company, and to vary the investments of the Company from time to time.
 - (D) To carry on the business of builders, building contractors, electrical contractors, plasterers, painters, decorators, interior decorators, furnishers, brick-layers, demolition contractors, stone masons, pointing contractors, shop front fitters, pavement light makers, french polishers, paper hangers, sanitary engineers, plumbers, wood and timber merchants, joiners,



carpenters, engineers, electricians, electrical engineers, welders, monumental masons, lime and cement merchants, lighting conductor erectors and maintainers, motor engineers, garage proprietors, carriers and cartage contractors.

- (E) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works including roads and footpaths of all kinds, and to manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, concrete products, lime, cement, plaster, timber, steel, iron, metals and alloys generally, asphalt and macadam, paints, enamels, polishes, lacquers, colours, distempers, papers, electrical goods, plastics, builders' and decorators' requisites, sand, ballast and merchandise generally of every description.
- (F) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (G) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein.
- (H) To erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.
- (I) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (J) To apply for, purchase or otherwise acquire any copyrights, patents, licences, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (K) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.

- (L) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (M) To lend money and to give credit, either with or without security, and at or without interest, or to guarantee the obligations or liabilities of any persons, firms or companies whom the Company may desire it expedient to assist.
- (N) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm, or Company, carrying on a business having objects similar or complementary to those of the Company or any of them.
- (O) 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 charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (P) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (R) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in about the formation or promotion of the Company or the conduct of its business and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (S) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (T) To pay put of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures

including brokerage and commission.

- (U) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (V) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any director or ex-director or any employee or ex-employee of the Company, or the widows, children or other persons dependent on any of them.
- (W) To distribute any property of the Company in specie among the members in accordance with their rights.
- (X) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of and distinct from each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 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	Number of shares taken by each subscriber
ARTHUR EDWARD WHICHELLO Oldfield House, 17, Coopers Hill, Willingdon, Sussex. Company Director.	ONE
ELSIE ELEANOR WHICHELLO Oldfield House, 17, Coopers Hill, Willingdon, Sussex. Company Director.	ONE

DATED the 28th day of November, 1962.

WITNESS to the above signatures :-

BRIAN ARTHUR GUNARY,
22, Western Road,
Romford, Essex.
Chartered Accountant.

COMPANY LIMITED BY SHARES

NEW
Articles of Association

OF

T.B.C. DEVELOPMENTS LIMITED

Small Private

PRELIMINARY

1. The Company is a Private Company and the regulations contained in Parts I and II of Table A in the First Schedule to The Companies Act, 1948, (with the exception of regulations 3, 24, 53, 75, 89 and 136 in Part I and regulation 1 in Part II) shall, save in so far as they are varied hereby, apply to the Company together with the following regulations.

INTERPRETATION

2. In these regulations "the Secretary" includes any assistant or deputy secretary and any person appointed to perform the duties of secretary temporarily.

SHARE CAPITAL AND SHARES

3. The Company may, subject to the provisions of Section 58 of the Act, issue Preference Shares which are, or at the option of the Company are to be liable, to be redeemed.

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 of 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.

6. Clause 22 of Part I of Table A shall be read and construed as if the word "signed" were substituted for the word "executed".

GENERAL MEETING

7. Clause 54 of 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".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than ten.

9. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work additional to that usually required of Directors of a Company similar to this.

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

11. A Director may be counted in the quorum present at any meeting whereat any contract or arrangement in which he is interested is under consideration and, except as regards his holding any office or place of profit under the Company in conjunction with the office of Director and the arrangement of the terms thereof, he may vote as a Director in regard to any such contract or arrangement and upon any matter arising thereout; and Clause 84 of Part I of Table A shall be modified accordingly.

12. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of sub-sections (1) to (6) inclusive of Section 185 of the Companies Act, 1948, shall be excluded from applying to the Company.

13. At the Annual General Meeting of the Company in every year one-third of the Directors for the time being, or if their number is not three, or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office.

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 cost of this liquidation shall be first 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 under special conditions.

INDEMNITY

15. 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 (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, 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 the said section.

THE COMPANIES ACTS 1948 - 1981

SPECIAL RESOLUTION
(PURSUANT to Section 141[2] of
the Companies Act 1948)

of

T.B.C. DEVELOPMENTS LIMITED

Passed 20th June 1984

At a GENERAL MEETING of the Members of the above-named Company, duly convened and held at the St. Ermin's Hotel, Caxton Street, London SW1H 0QW, on 20th June 1984, the following SPECIAL RESOLUTION was duly passed:-

"THAT, in accordance with the provisions contained in Section 12 Companies Act 1981, Auditors be not appointed."

C. Brand

C. Brand
CHAIRMAN



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

TBC DEVELOPMENTS LIMITED

Passed 5th June 1991

At a GENERAL MEETING of the Members of the above-named Company, duly convened and held at The Barber Surgeons' Hall, Monkwell Square, London EC2Y 5EL, on 5th June 1991, the following SPECIAL RESOLUTION was duly passed:-

"THAT, in accordance with the provisions contained in Section 252 Companies Act 1985, Auditors be not appointed."



T Slater
CHAIRMAN

