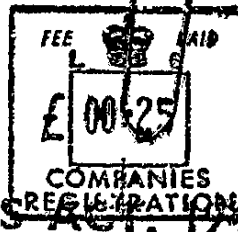


865401

RFO/17356



Form No. 41

THE COMPANIES ACT, 1948

C.A.
5/-

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company

Pursuant to Section 15(2).

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

Name of Company _____

BILTALASS

Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly and sincerely declare that I am (a) a person named in the Articles of Association as a Secretary of

BILTAPASS

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 EDINBURGH

the 23rd day of November, 1965.
before me.

Thos. Arthur Herbert

Alfred J. J.

(b) Notary Public

(a) "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,"
(b) or Notary Public or Justice of the Peace.

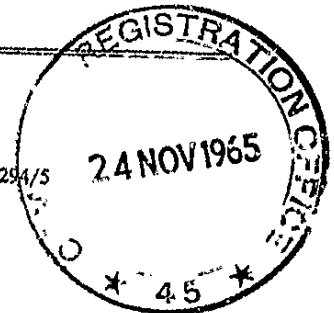
Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C. 2 Telephones: TEMple Bar 8377/8, 2294/5

and
19 WALKER STREET, EDINBURGH, 3 Telephones: CALedonian 1167/8/9



865401/2

RMC/17856

No. of Company

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933

BILTAPASS *✓*

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).

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

The NOMINAL CAPITAL of

BILTAPASS *✓*

Limited

£100

divided into

100

shares of

£1

each.

Signature

Description

Secretary

ate 3rd November, 1965.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377, 8378, 2294, 2295



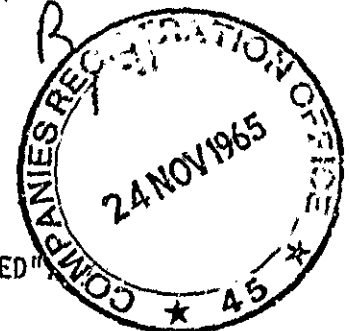
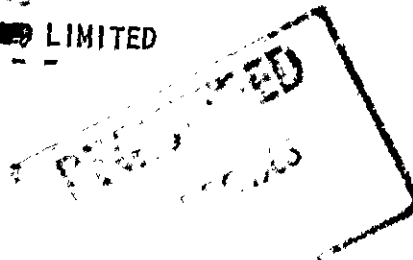
865401/3

Memorandum of Association

OF

SHILLINGS

LIMITED



BUSINESS
COMPANY REGISTRATION
136, ST. MARK LANE, LONDON, E.C. 2
TEL. 0707 5072

1. The name of the Company is: - ~~SHILLINGS~~ 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 or businesses of builders and decorators merchants in all their branches; manufacturers, importers, exporters, and wholesale and retail dealers of and in all kinds of builders and decorators plant, materials, machinery, and requisites, natural and artificial stone, wood, slabs, blocks, breeze, concrete, cement, asbestos, steel, iron and other metals and non-metallic minerals and substances, or combinations made into any kinds of things from these materials, including plastics, bricks, tiles, earthenware, clay, china, porcelain, terra cotta, lime, cement, slates, glass, timber, asbestos, wall boards, wall papers, doors, windows, cisterns, baths, basins and sanitary ware, stoves, heating and lighting apparatus and fittings; builders, contractors, demolition and public works contractors, painters, decorators, civil, electrical, hydraulic, mechanical, sanitary and general engineers and contractors, carpenters, joiners, and cabinet makers; shop, office and house furniture manufacturers, exporters, importers and wholesale and retail dealers, warehousemen, storage contractors and general merchants; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trust manufacturers, wholesalers or retailers, agents, or otherwise

(b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

B

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (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, 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.
- (e) 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 this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) 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.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) 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, having for its objects similar objects to those of this Company or any of them.
- (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, 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in 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.
- (o) To pay out of the funds of the Company all 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.
- (p) 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 this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

- (s) To do all such other things as are 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 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 with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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><i>Jean Herbert</i></p> <p>Jean Herbert, 156, Strand, London, W.C.2. Company Director.</p>	<p>1</p> <p>ONE</p>
<p><i>Thomas Arthur Herbert</i></p> <p>Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2. Barrister-at-Law.</p>	<p>ONE</p>

DATED the 4th day of October, 1965.

WITNESS to the above signatures:-

E. Stewart
Elizabeth Stewart,
19 Walker Street,
Edinburgh, 3.

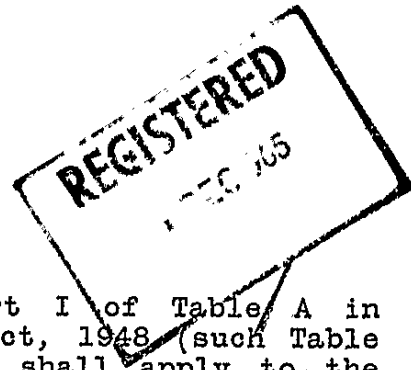
Secretary.

COMPANY LIMITED BY SHARES



Articles of Association

OF
BILTAPASS
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, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital 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.

LIEN

4. The lien conferred by Clause II 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 MEETING

5. 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.

6. 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".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

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

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. 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

12. 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.

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert

Jean Herbert,
156 Strand,
London, W.C.2.

Company Director.

Thomas Arthur Herbert
Thomas Arthur Herbert, LL.B.,

156 Strand,
London, W.C.2.

Barrister-at-Law.

DATED the 4th day of October, 1965.

WITNESS to the above signatures

E. Stewart
Elizabeth Stewart,
19 Walker Street,
Edinburgh, 3.

Secretary.

This is to certify that the alterations made
to the Memorandum of Association and the documents
herein have been made by me with the
knowledge and consent of the subscribers
to the Memorandum of Association.

For & on behalf of
BUSINESS ECONOMIC PRODUCTS LTD.

Thomas Arthur Herbert
Director/Secretary

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Not
✓ BILTAPASS

~~XXXXXX~~ LIMITED

- - -

DUPLICATE FOR THE FILE.

No. 865401



Certificate of Incorporation

I Hereby Certify that

BILTAPASS 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 DECEMBER**
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield
Assistant Registrar of Companies.

Certificate
received by }

m Kelly

Date

1 DEC 1965

No. 865401

BILTAPASS LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the abovenamed Company held at 20 Copthall Avenue, London, E.C.2. on Friday, the 1st day of April, 1966, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :

RESOLUTIONS

1. That the name of the Company be changed to Fred. W. Davies & Co., (Midlands) Limited.
2. That the Memorandum of Association of the Company, with respect to its objects, be altered by deleting therefrom Clause 3 and substituting therefor the following new Clause 3 namely :-
 - "3. The objects for which the Company is established are :-
 - (1) To carry on at such places in the United Kingdom or elsewhere, as may be determined by the Directors of the Company, all or any of the businesses following, that is to say the businesses of colliery agents, and exporters, importers, factors, shippers and merchants of coal, coke and fuel of all descriptions, Colliery Proprietors, Coke Manufacturers, Wagon Builders, Iron Masters, Steel Makers, Converters, Miners, Smelters, Quarry Owners, Brick Manufacturers, Engineers, Metallurgists; the businesses of builders' and decorators' merchants in all their branches; manufacturers, importers, exporters and wholesale and retail dealers of and in all kinds of builders' and decorators' plant, materials, machinery and requisites; builders, decorators, contractors, civil, electrical, hydraulic, mechanical, sanitary and general engineers and contractors, carpenters, joiners and

REGISTERED

- 1 APR 1966

cabinet makers, storage contractors and general merchants and to carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (2) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (3) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (4) To carry on business as automobile, electrical, mechanical, aviation, agricultural, marine and general engineers, repairing experts, inventors, specialists, patentees, contractors, operators, craftsmen, factors, agents and concessionaires.
- (5) To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest any lands, buildings, easements, mines of coal or ironstone or other minerals, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind which the Company may

think necessary or convenient for the purposes of its business including acquiring Railway or other wagons, trucks, engines, etc., on hire purchase agreement, or otherwise. To sell, improve, manage, develop, exchange lease, mortgage, dispose of, or otherwise deal with all or any part of the property and rights of the Company.

- (6) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (7) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (8) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and 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.
- (9) 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 the Company is authorised to carry on or which can be carried on in conjunction therewith or

which are capable of being conducted directly or indirectly to the benefit of the Company, 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 or enter 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, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.

- (10) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (11) To carry on business as financiers, financial agents, concessionaires, bankers, capitalists and industrialists, and to undertake, carry on and execute all kinds of financial, commercial trading and other operations.
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient.
- (15) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, 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 (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (16) To guarantee (whether or not for any consideration) the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (17) 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.
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, 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 extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise),

or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company 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.

- (20) 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 the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation, for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of,

and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other Company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares,

debentures or other securities of any such company as aforesaid.

- (26) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (28) 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, sub-contractors, trustees or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be

carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Insurance Companies Act, 1958, or of any Act amending extending or re-enacting the same."

3. That the Regulations contained in the printed documents produced to the Meeting and signed for the purpose of identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

A handwritten signature in dark ink, appearing to be 'L. J. Zinn', is written above the title 'Chairman of the Meeting'.

Chairman of the Meeting.

L. J. Zeman
Chairman of Meeting

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

(adopted this

1ST DAY OF APRIL 12 March, 1966)

OF

BILTAPASS

Limited.

PRELIMINARY

1. The regulations contained in Part II of Table A of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Regulations.

2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and Regulations 3 and 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL AND TRANSFERS

3. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors who may without assigning any reason decline to give any such sanction.

RESOLUTIONS

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

DIRECTORS AND DIRECTORS' POWERS

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

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

8. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

9. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

10. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.

11. No Director shall be required to vacate his office or be ineligible for election or re-election by reason only of his having attained any

particular age, nor shall special notice be required of any resolution appointing or approving the appointment of a Director or any notice be required to state the age of the person to whom such resolution relates.

12. The words from "and every Director present" to the end of Regulation 86 in Part I of Table A shall not apply to the Company.

13. (A) A Member or Members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

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

No. C.172

O. 865401

DUPLICATE FOR THE FILE



Certificate of Incorporation on Change of Name

Whereas

BILTAPASS LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **FIRST DAY OF DECEMBER, 1965**

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

FRED W. DAVIES & CO., (MIDLANDS) LIMITED

Given under my hand at London, this **FIRST DAY OF APRIL**
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

Heb. Off

L.S. Whitfield
Assistant Registrar of Companies.

Date

1/4/66

No. 865401



B

Reference: C.R. 98/2272/66

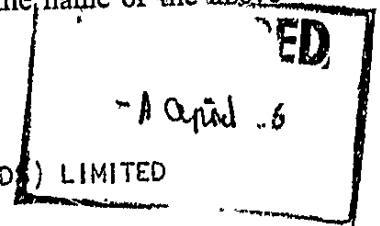
BOARD OF TRADE

COMPANIES ACT, 1948

BILTAPASS LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

FRED. W. DAVIES & CO., (MIDLAND) LIMITED



Signed on behalf of the Board of Trade

this FIRST DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield.

Authorised in that behalf by the
President of the Board of Trade

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

h

COMPANY LIMITED BY SHARES

27/16
Building
colliery agents
7 fuel merchants
Memorandum of Association

OF

FRED. W. DAVIES & CO. (MIDLANDS) LIMITED
(As altered by Special Resolution passed on
1st April 1966)

REG

11 MAY 1966

1. The name of the Company is "BILTAPASS LIMITED" *.

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

3. The objects for which the Company is established are :-

- (1) To carry on at such places in the United Kingdom or elsewhere, as may be determined by the Directors of the Company, all or any of the businesses following, that is to say the businesses of colliery agents, and exporters, importers, factors, shippers and merchants of coal, coke and fuel of all descriptions, Colliery Proprietors, Coke Manufacturers, Wagon Builders, Iron Masters, Steel Makers, Converters, Miners, Smelters, Quarry Owners, Brick Manufacturers, Engineers, Metallurgists; the businesses of builders' and decorators' merchants in all their branches; manufacturers, importers, exporters and wholesale and retail dealers of and in all kinds of builders' and decorators' plant, materials, machinery and requisites; builders, decorators, contractors, civil, electrical, hydraulic, mechanical, sanitary and general engineers and contractors, carpenters, joiners and cabinet makers, storage contractors and general merchants and to carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (2) To buy, sell, manufacture, refine, manipulate, import,

N.B. By Certificate of the Board of Trade dated 1st April 1966 the name of the Company was changed to Fred. W. Davies & Co. (Midlands) Limited.

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1.

export, prepare for market and deal in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses. /

- (3) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private. /
- (4) To carry on business as automobile, electrical, mechanical, aviation, agricultural, marine and general engineers, repairing experts, inventors, specialists, patentees, contractors, operators, craftsmen, factors, agents and concessionaires. /
- (5) To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest any lands, buildings, easements, mines of coal or ironstone or other minerals, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind which the Company may think necessary or convenient for the purposes of its business including acquiring Railway or other wagons, trucks, engines, etc., on hire purchase agreement, or otherwise. To sell, improve, manage, develop, exchange lease, mortgage, dispose of, or otherwise deal with all or any part of the property and rights of the Company. /
- (6) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company. /
- (7) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property. /

- (8) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and 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. —
- (9) 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 the Company is authorised to carry on or which can be carried on in conjunction therewith or which are capable of being conducted directly or indirectly to the benefit of the Company, 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 or enter 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, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received. —
- (10) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company. —
- (11) To carry on business as financiers, financial agents, concessionaires, bankers, capitalists and industrialists, and to undertake, carry on and execute all kinds of financial, commercial trading and other operations. —
- (12) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company. —
- (13) To invest and deal with the moneys of the Company in such manner as may from time to time be determined. —
- (14) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient. —
- (15) To receive money on deposit or loan, and to borrow or

raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, 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 (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake. /

- (16) To guarantee (whether or not for any consideration) the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities. /
- (17) 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. /
- (18) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, 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 extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members. /
- (19) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company 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. /
- (20) 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 the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company. /

- (21) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise. —
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation, for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company. —
- (23) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other Company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. —
- (24) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place. —
- (25) To promote any other company for the purpose of acquiring all or any of the property and /or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid. —

- (26) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company. /
- (27) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing. /
- (28) 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, sub-contractors, trustees or otherwise. /
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them. /

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Insurance Companies Act, 1958, or of any Act amending extending or re-enacting the same. /

4. The liability of the members is limited. /

5. The Share Capital of the Company is :- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe. /

- - - - -

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>JEAN HERBERT, 156, Strand, London, W.C. 2. Company Director.</p>	<p>ONE</p>
<p>THOMAS ARTHUR HERBERT, LL.B., 156, Strand, London, W.C. 2. Barrister-at-Law.</p>	<p>ONE</p>

DATED the 4th day of October, 1965.

WITNESS to the above signatures :-

ELIZABETH STEWART,
19 Walker Street,
Edinburgh, 3.

Secretary.

Company No: 865401

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The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
FRED. W. DAVIES & CO. (MIDLANDS) LIMITED

Passed 30th MARCH 1983

At an Extraordinary General Meeting of the above named company duly convened and held on the 30th day of MARCH 1983 the following resolution was duly passed as a Special Resolution:-

Resolution

That the name of the company be changed from "Fred W. Davies & Co. (Midlands) Limited" to "BFC Builders Merchants (Midlands & South) Limited".

Dated 30th MARCH 1983.


Director



Barc.
£671 P/5
000869

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 865401

49

I hereby certify that

FRED.W. DAVIES & CO. (MIDLANDS) LIMITED

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

BFC BUILDERS MERCHANTS (MIDLANDS & SOUTH) LIMITED

Given under my hand at the Companies Registration
Office, Cardiff the

18TH MAY 1983

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

COMPANY NO: 0865401

60
The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BFC Builders Merchants (Midlands & South) Limited

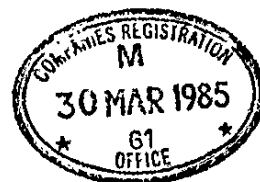
Passed 14th December 1984

At the Annual General Meeting of the above-named Company duly convened and held on 14th December 1984, the following resolution was duly passed as a SPECIAL RESOLUTION

RESOLUTION

In accordance with Section 12(2) of the Companies Act 1981, Auditors shall not be appointed by the Company until such time as it ceases to be dormant as defined in Section 12(6) of the Companies Act 1981

Dated 14th December 1984




.....
DIRECTOR

Company No. 865401

The Companies Act 1985

Company Limited by Shares

SPECIAL RESOLUTION

of

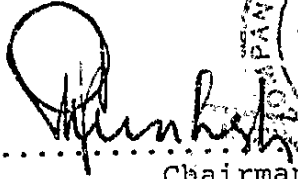
BFC Builders Merchants (Midlands & South) Limited

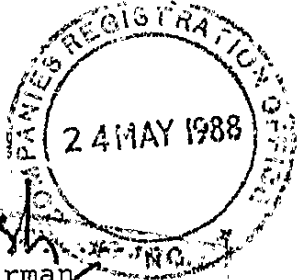
Passed 10th May 1988

At an Extraordinary General Meeting of the above named company duly convened and held on the tenth day of May 1988 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

Special Resolution

That the name of the Company be changed to AAH Builders Merchants Limited.


.....
Chairman



DAN/120/003932
25/5/88

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 865401

I hereby certify that

**BFC BUILDERS MERCHANTS (MIDLANDS & SOUTH)
LIMITED**

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

AAH BUILDERS MERCHANTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 JUNE 1988

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

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 865401

The Registrar of Companies for England and Wales hereby certifies that
AAH BUILDERS MERCHANTS LIMITED

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

Given at Companies House, Cardiff, the 5th May 1994

A handwritten signature in dark ink, appearing to be 'P. J. ...'.

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

Company Number: 865401

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION
OF
AAH BUILDERS MERCHANTS LIMITED

PASSED

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 13 April 1994 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the company be changed to AAH Three Limited.

Dated: 13 April 1994

Anthony William Revell

Director



The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

865401

AAH THREE LIMITED

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

76 South Park, LINCOLN, LN5 8ES

on 31 August 1994

the following SPECIAL RESOLUTION was duly passed, viz:-

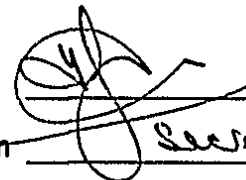
RE-APPOINTMENT OF AUDITORS

That the company, having satisfied the provisions of section 250 Companies Act 1985 relating to dormant companies, be and is hereby exempt from the provisions of part vii of that act relating to the audit of accounts.



Signed

Position


Secretary

NOTE To be filed within 15 days of the passing of the special resolution