

St. Paul

NO. OF COMPANY.....911591

THE COMPANIES ACT, 1948



**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.**

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.....THE NORTHUMBERLAND CONCRETE CO.

LIMITED.

CAT. No. C.F. 41.

C511 JS164(J) L

**JORDAN & SONS,
LIMITED**

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

Presented by



al

I, Alan Jeffcoat

of 9, Gerrard Road, Whitley Bay, Northumberland

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

of THE NORTHUMBERLAND CONCRETE CO.

(10)

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 G. Portland Terminal
The City and County of
Newcastle upon Tyne
the 19th day of July
One thousand nine hundred and twenty seven
before me,

Alan H. Leitch

A Commissioner for Oaths (b)

[Signature]

NOTE.

Section 15 of The Companies Act, 1948.

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

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

(a) Delete words not required.

NO. OF COMPANY **911591**

REGISTERED

26 JUL 1967

COMPANY HAVING A SHARE CAPITAL



NAME OF

COMPANY THE NORTHUMBERLAND CONCRETE CO. ~~LTD~~

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, 1923.)

The Nominal Capital of the above-named Company is £100-----

Signature.....

Date.....18th July., 1967..... Description.....Company Secretary.....

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

CAT. NO. C.A.25.

82092 (B) 2

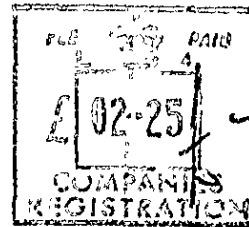
JORDAN & SONS,
LIMITED

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

Presented for registration by

Document Filer's Reference.

REGISTRATION



The Companies Act, 1948

911591

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

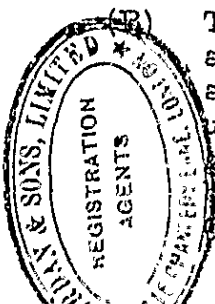
THE NORTHUMBERLAND CONCRETE CO. LIMITED.

REGISTERED

26 JUL 1967

1. The Name of the Company is "THE NORTHUMBERLAND CONCRETE CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of Manufacturers, Distributors, Suppliers, Transporters and Merchants of, and Dealers in Concrete Products, Units and Structures, Ready Mixed Concrete, Clinker and Breeze Blocks, Concrete Blocks, Cement, Brick, Tiles, Pipes, Pottery, Earthenware, Plaster and all classes of Building Materials and Requisites, General Builders and Building Contractors, Public Works Contractors, Joinery Manufacturers, Carpenters, Timber Merchants, Importers of, and Dealers in Hard and Soft Woods, Veneers, Mouldings, Building Wood-work and Joinery, Quarriers, Merchants of, and Workers in and Dealers in Sand, Gravel, Ballast, Lime, Fireclay, Clay, Stone and Artificial Stone, Granite, Slate, Marble, Rock and all other minerals and substances, Builders' Merchants, Plumbers and Plumbers' Merchants, Dealers in Electrical Fittings, Appliances and Apparatus, Machinery, Scrap Metal, Stoves, Ranges, Chimney Pieces, Railings, Gates, Fences, Rainwater Goods, Cisterns, Fittings, Sanitary Ware, Fire Bricks, Fireclay Goods, Roofing Materials and Domestic and other Ironmongery of every description, Slaters, Tilers, Plasterers, Bricklayers, Masons, Painters, Decorators, Glaziers, Gas Fitters, Electricians, Haulage, Transport and Removal Contractors, Garage Proprietors, Motor, Mechanical, Electrical and General Engineers, Coal and Coke Merchants, General Warehousemen, Insurance Agents, Auctioneers, Valuers, Surveyors, and House, Land and Estate Agents.

To buy, sell, manufacture, construct, repair and deal in all plant, machinery, rolling stock, tools, apparatus, appliances, materials, substances, articles and things used or capable of being used in connection with the foregoing businesses or any of them or likely to be required by customers of, or persons having dealings with the Company..



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

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

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

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

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

4. The Liability of the Members is Limited. ✓

5. The Share Capital of the Company is £100, divided into One Hundred Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Jhn Lawson Esq,</i> <i>14, The High Gate</i> <i>Newcastle upon Tyne. 3.</i> <i>Company Director.</i></p> <p><i>Alan Jeffcoat</i> <i>9 Gerrard Road</i> <i>Whitley Bay</i> <i>Northumberland</i> <i>Company Secretary</i></p>	<p>ONE.</p> <p>ONE</p>
TOTAL SHARES TAKEN.	Two

Dated this *18th* day of *July* 19*67*

Witness to the above Signatures :-

J. Barcliffe.
22, Glenbrooke Sec.
Gateshead 9.
Co. Durham.

911591

The Companies Act 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

THE NORTHUMBERLAND CONCRETE CO. LIMITED.

REGISTERED
26 JUL 1967

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £100 divided into One Hundred Shares of £1 each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

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

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

DIRECTORS.

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

9. 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.

SECRETARY.

10. Alan Jeffcoat shall be the first Secretary of the Company and he shall be entitled to hold office on such terms and for such period as may from time to time be determined by the Directors.

WINDING UP.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Jh Lawson Esq,
14 The High Gate,
Newcastle upon Tyne. 3.
Company Director.

Alan Jeffcoat
9 Leonard Road
Whitley Bay
Northumberland.
Company Secretary.

Dated this 18th day of July 1967

Witness to the above Signatures :-

G. B. Arch. Esq.
32, Glenbrooke Place,
Gateshead 9.
Co. Durham.

DUPLICATE FOR THE FILE.

No. 911591



Certificate of Incorporation

I Hereby Certify that

THE NORTHUMBERLAND CONCRETE CO. LIMITED

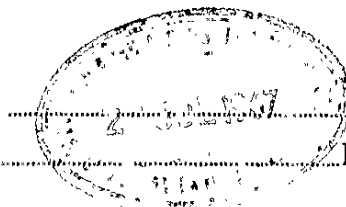
is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London, this 26TH JULY, 1967.

Assistant Registrar of Companies.

Certificate
received by

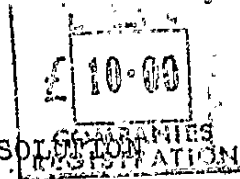
}



Date

911591

911591/A



£10/URF

911591

9

of

THE NORTHUMBERLAND CONCRETE CO. ~~LTD~~ LIMITED

(passed 18th November 1969)

At an Extraordinary General Meeting of the above named Company, held at the Registered Office, Whinstone House, 1, Station Road, Benton, Newcastle upon Tyne, 12, on Tuesday 18th November 1969, the following Special Resolution was passed:

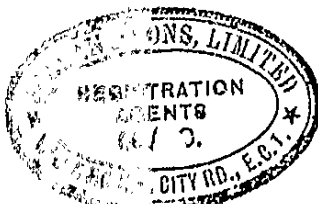
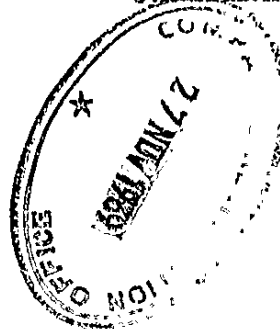
Special Resolution

That the name of the Company be changed to:

"WHITE'S STONE PRODUCTS LIMITED" the change to be effective as and from 1st January 1970

J. L. Cox.
J. L. Cox

Chairman



W/WAR.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 911591

Whereas

THE NORTHAMBERLAND CONCRETE CO. LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,
on the **26th JULY, 1967**

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

WHITE'S STONE PRODUCTS LIMITED

Given under my hand at London the **18th JANUARY, 1970.**

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

Company No.

21591/22

The Companies Acts 1948 and 1967

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

Still Ptd.

SPECIAL RESOLUTION

of

WHITES STONE PRODUCTS LIMITED ✓

Passed 15th November 1973

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

RESOLUTION

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

P.B. Woodman
P.B. Woodman

Secretary

Printed by the Rotaprint Offset Litho process



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

THE COMPANIES ACTS 1948 to 1967

911591

COMPANY LIMITED BY SHARES

Chairman

ARTICLES OF ASSOCIATION

of

WHITES STONE PRODUCTS LIMITED

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

TABLE A

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

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

BUSINESS

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

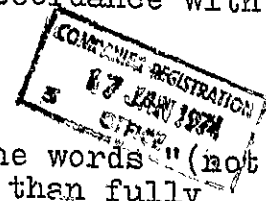
4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

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

LIEN

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



GENERAL MEETINGS

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

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

DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SEAL

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

THE COMPANIES ACTS 1948 to 1967

911591

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WHITES STONE PRODUCTS LIMITED

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

TABLE A

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

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

BUSINESS

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

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

SHARE CAPITAL

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

LIEN

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

GENERAL MEETINGS

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

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

DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

19. In paragraph 36 of Part I of Table A the words from "and every Director" to the end of the paragraph shall be deleted.

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

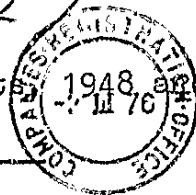
SEAL

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

Company No. 911591

Ref No 88-117/1

The Companies Acts 1948 and 1967



£40

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

SPECIAL RESOLUTIONS

of

WHITE'S STONE PRODUCTS LIMITED

Passed 16th February 1976

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at the registered office of the Company, Ettingshall, Wolverhampton, on the 16th day of February 1976, the following SPECIAL RESOLUTIONS were duly passed:-

RESOLUTIONS

1. That subject to the approval of the Department of Trade and Industry the name of the Company be changed to TARMAC HOMES SOUTH YORKSHIRE LIMITED.

2. That the provisions of the Memorandum of Association of the Company with respect to its objects be altered in manner following:

(a) by deleting clauses 3 (A) (B) (C) and (D) and substituting therefor the following

3.(A) To carry on all or any of the following businesses namely:- builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terracotta makers, jobmasters, carriers, licensed victuallers, house agents, estate agents, miners, metallurgists, engineers, farmers, graziers, ship-owners, ship-builders, merchants, importers and exporters, and to buy, sell and deal in property of all kinds.



(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 purposes, constructing, altering, pulling down, decorating, maintaining, 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 construct, maintain, improve, develop, work, control and manage any public works, waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

(D) To lend or otherwise invest money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.

(b) by inserting in Clause 3 thereof after paragraph (K) the following new paragraph to be numbered (KK)

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

S. F. Pickstock
S.F. Pickstock,
Secretary.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 911591

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I hereby certify that

WHITE'S STONE PRODUCTS LIMITED

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

TARMAC HOMES SOUTH YORKSHIRE LIMITED

Given under my hand at London the 11th March 1976

N Taylor

N. TAYLOR

Assistant Registrar of Companies



No. 911591

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The Companies Acts, 1948 and 1967

✓
MCA subject
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S/Ps 26/2/76
17-4-76

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

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolutions passed 16th February 1976)

of

TARMAC HOMES SOUTH YORKSHIRE LIMITED ✓

1. The Name of the Company is Tarmac Homes South Yorkshire 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 all or any of the following businesses namely:- builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, jobmasters, carriers, licensed victuallers, house agents, estate agents, miners, metallurgists, engineers, farmers, graziers, ship-owners, ship-builders, merchants, importers and exporters, and to buy, sell and deal in property of all kinds. ✓
 - (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 purposes, constructing, altering, pulling down, decorating, maintaining, 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 construct, maintain, improve, develop, work, control and manage any public works, waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.

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17/01/1976
17/01/1976

- (D) To lend or otherwise invest money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (KL) To guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as afore-said.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £100, divided into One Hundred 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.

<u>Names, Addresses and Descriptions of Subscribers</u>	<u>No. of Shares taken by each Subscriber</u>
John Lawson Cox 17 The High Gate Newcastle upon Tyne 3 Company Director	ONE
Alan Jeffcoat 9 Gerrard Road Whitley Bay Northumberland Company Secretary	ONE
Total Shares Taken	<u>TWO</u>

Dated this 18th day of July 1967

Witness to the above Signatures:--

J. Ratcliffe
22 Glenbrooke Tce
Gateshead 9
Co. Durham

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TARMAC HOMES SOUTH YORKSHIRE LIMITED ✓

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

TABLE A

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

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

BUSINESS

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

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

SHARE CAPITAL

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

LIEN

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

GENERAL MEETINGS

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

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

DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SEAL

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

No. 911591

35.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TARMAC HOMES SOUTH YORKSHIRE LIMITED

Passed 15th November 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Crestwood House, Birches Rise, Willenhall, on the 15th day of November 1977, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee or give any indemnity in respect of any debenture, debenture stock or other obligations or indebtedness of its holding company, Tarmac Limited (hereinafter called "the holding company") and to charge its undertaking assets and uncalled capital or any part thereof, both present and future, as collateral security therefor, or as security for any such guarantee or indemnity without restriction or limitation and any Director may vote and be counted in the quorum on any resolution concerning any such guarantee or indemnity or charge notwithstanding that he is also a Director of the holding company, or otherwise concerned or interested in such matter and this Resolution shall have overriding effect as against the Articles of Association and accordingly shall operate by way of amendment to the Articles of Association to any extent necessary to give full effect hereto.

J. S. Hick

Secretary



Number of } 911591
Company }

140.

THE COMPANIES ACT, 1948

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

Tarmac Homes South Yorkshire LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by S. G. A. Harrison,

John McLean & Sons Limited,

Crestwood House,

Birches Rise,

Willenhall,

West Midlands WV13 2DD.



Form No. 103
(The filing fee is 5s.)

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

Tarmac Homes South Yorkshire LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Crestwood House, Birches Rise,
Willenhall, West Midlands WV13 2DD.

Signature

S. H. Smith

(State whether Secretary
Director or Secretary).

Dated the 10th day of January, 1967

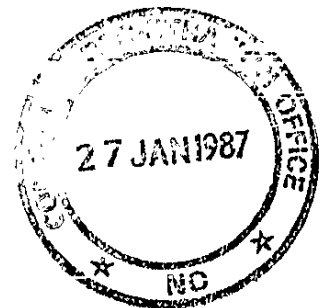
No. 911591

168
The Companies Acts 1948 to 1976



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
TARMAC HOMES SOUTH YORKSHIRE LIMITED



Passed 12th December 1986

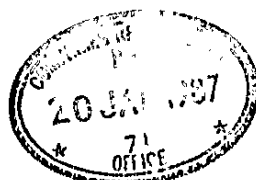
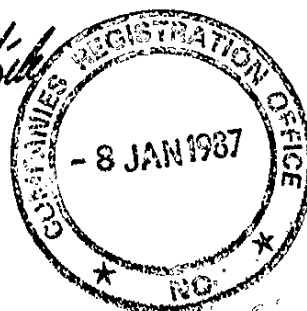
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Crestwood House, Birches Rise, Willenhall on 12th December 1986.

RESOLUTION

"That with the consent of the Department of Trade the name of the Company be changed to Tarmac Homes Yorkshire Limited."

D. J. Hicks

CHAIRMAN



*Lloyds
#40
000989*

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 911591 / 69

I hereby certify that

TARMAC HOMES SOUTH YORKSHIRE LIMITED

having by special resolution changed its name, is now
incorporated under the name of
TARMAC HOMES YORKSHIRE LIMITED

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

2ND FEBRUARY 1987

R. L. Adams.

R.L. ADAMS

an authorised officer

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[] [] [] []

911591

Name of company

*Insert full name
of company

* Tarmac Homes Yorkshire Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 4 December 1990 the nominal capital of the company has been
increased by £ 7999900 beyond the registered capital of £ 100.

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

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

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

All shares to rank pari passu with the existing Ordinary
Shares.

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

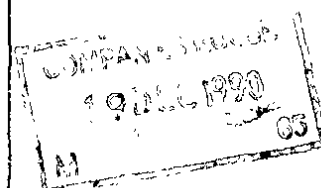
Designation Secretary Date 10 Dec 90Presenter's name, address and
reference (if any):

MR & MRS JAMES
123 HOUSE
123 ROW
BIRMINGHAM B2 5LF

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
487 BM
5017157

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

Tarmac Homes Yorkshire Limited

At an Extraordinary General Meeting of the Company held on
4th December 1990 the following Resolutions
were passed:

Ordinary Resolutions

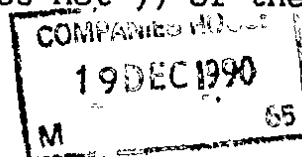
1. THAT the authorised share capital of the Company be increased to £8,000,000 by the creation of an additional 7,999,900 Ordinary Shares of £1 each
2. THAT pursuant to Section 80(1) of the Companies Act 1985 (the "1985 Act");-

(A) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal or dispose of any relevant securities (as defined in Section 80(2) of the 1985 Act) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall be subject to Section 80(7) of the 1985 Act be for a period expiring on 30th September 1995 unless renewed, varied or revoked by the Company in General Meeting and the maximum amount of relevant securities as aforesaid which may be allotted pursuant to such authority shall be such number as results in the nominal amount of the issued share capital of the Company being £8,000,000.

(B) the Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted prior to the expiry of such authority and to allot relevant securities accordingly

Special Resolutions

3. THAT conditional upon Resolution 2 being passed in accordance with its terms the Directors shall have power to allot equity securities (as defined in Section 94 of the Companies Act 1985 (the "1985 Act")) of the Company



pursuant to the authority conferred by Resolution 2 as if Section 89(1) of the 1985 Act did not apply to such allotment

4. THAT conditional upon Resolution 1 being passed in accordance with its terms the Memorandum and Articles of Association, be amended to reflect the change thereto by virtue of the passing of the Resolution 1 above.



.....
Secretary

S01109P02

Price Waterhouse
19000000000000000000
80000000000000000000

Price Waterhouse
19000000000000000000
80000000000000000000

Price Waterhouse



911591

31 October 1994

The Directors
Tarmac Homes Yorkshire Limited
Crestwood House
Birches Rise
Willenhall
West Midlands
WV13 2DD

Dear Sirs,

We give notice that we are resigning as auditors of Tarmac Homes Yorkshire Limited with effect from 31 October 1994. There are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of Tarmac Homes Yorkshire Limited.

Yours faithfully,

Price Waterhouse

RWJ/MLS/PB

