No. of Company 922731

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)

NAME OF			
COMPANY			
		•••••••••••••••••••••••••••••••••••••••	***************************************
LLAN	CONCRETE	PRODUCTS	LIMITED

CAT. No. C.F.41.

C511 JS164(J) L

JORDAN & SONS,

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

Presented by

Country Formations Limited,

... Westminster Bank Chambers, High

Uckfield, Sussex.

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Nore.

Commissioner for Oaths (b)

One thousand nine hundred and

before me,

Section 15 of The Companies Act, 1948.

15.—(i) A Cartificate 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 therete 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

No. of Company

(A)

(

922731

LLAN CONCRETE PRODUCTS

LIMITED

STATEMENT of Nominal Capital made pursuant to S. 12 of the Stamp Act, 1891. (Note: - The Stamp Duty of the Nominal Capital is Ten Shillings for £100 or fraction of £100 - Section 41, Finance 1933).

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

The NOMINAL CAPITAL of the above-named

Company is - € 1,500

Description 7 Trada

Date 18 October 1967.

Presented for Registration by:

Country Garry Formations Limited,
Westminster Bank Chambers,
High Street,
Uckfield,

Sussex.



The Companies Act, 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

LLAN CONCRETE PRODUCTS



JMITED

1. The Name of the Company is "

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LLAN CONCRETE PRODUCTS

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 business as manufacturers, wholesalers, retailers, merchants, agents, factors, brokers and distributors of concrete and concrete products, and of all other types of goods and general merchandise.



(b) To carry on any other trade or business whatsoever whether of the same kind or class as the trades or business before enumerated or not which can in the opinion of the board of directors be advantageously carried on by the company in connection with, as ancillary to or independently of the before enumerated trades or business or the general or existing business of the company for the time being.

(D)

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- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interests any lands, buildings, easements, rights privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To apply for, purchase or otherwise acquire any patents, licences 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.
- (e) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (f) 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.
- (g) To enter into partnerships or into any arrangements for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To sell or otherwise dispose of the whole or any part of the business or property of the Company.
- (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which 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.
- (j) To lend and advance money or give credit to any persons, firms, or companies, and to give guarantees or become security for any persons, firms, or companies.
- (k) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.

- (i) To draw, make, accept, endorse, discount, execute, and issue negotiable or transferable instruments of all kinds.
- (m) 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 capital or any debentures, debenture stock or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (n) To grant pensions, allowances, gratuities and bonuses to officers or exofficers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (o) 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.
- (p) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (q) 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.
- (r) To procure the Company to be registered or recognised in any country or place abroad.
- (s) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals; agents, contractors, trustees or otherwise and either by or through agents, subcontractors, trustees or otherwise.
- (t) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause share construed independently of the other Sub-Clauses hereof, and that none of 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 £ 1,500, divided into 1,500 shares of £1 each.

WE, the several persons whose names and addresses 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.

NAM	MES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber	
P. Quifider	PETER GRIFFITHS, 9 CWMAMMAN ROAD, GLANAMMAN, CARMS.	one.	()
gergiffilha	JOHN CHARLES BRYAN GRIFFITHS, 19 CHURCH STREET, LLANDYBIE, CARMS. HAULAGE CONTRACTOR	Onl.	
·			

Dated this 18 day of Oc

October

Witness to the above Signatures—

OWEN GLYN WILLIAMS, 22 COLLEGE STREET, AMMANFORD, CARMS. , 1360

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Anomy for

Carross

922731

The Companies Act, 1948

COMPANY LIMITED BY SHARE



Articles of Association

OF

LLAN CONCRETE PRODUCTS

LIMITED.

PRELIMINARY

- 1. The Company is a Private Company within the meaning of Section 28 of the Companies Act, 1948 and subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Act (hereinafter called Table A) shall apply to the Company.
- 2. Regulations 24, 53, 75, 79, 84(2), 84(4), 88, and 99 of Part I of Table A shall not apply to the Company but the remaining regulations of Part I of Table A as hereinafter modified, together with the following Articles, shall be the regulations of the Company.

SHARES

3. Subject to the provisions of Regulation 2 of Part II of Table A, the shares in the original and any increased capital shall be at the disposal of the Directors who may allot and dispose of or grant options over the same to such persons, at such times, and on such terms as they think proper, save that shares may only be issued at a discount in the manner provided by Section 57 of the Act.

LIEN

4. The lien conferred by Clause 11 of Part 1 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

GENERAL MEETINGS

5. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

6. The word "two" shall be substituted for the word "three" in Regulation

58(b) of Part I of Table A.

DIRECTORS

- 7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one nor more than seven.
 - 8. The following persons shall be the first Directors of the Company:

PETER GRIFFITHS

JOHN CHARLES BRYAN GRIFFITHS

GWYN ELVED GRIFFITHS

- 9. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
- 10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner as required by Section 199 of the Companies Act, 1948.
 - 11. The office of a Director shall be vacated—

(a) If by notice in writing to the Company he resigns the office of Director.

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(b) If he becomes bankrupt or enters into any arrangement with his creditors.

(c) If he becomes of unsound mind.

(d) If he is prohibited from being a Director by any order made under section 188 of the Act.

(e) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

12. The Directors may from time to time at their discretion borrow from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company and there shall be no limit to the amount that may be so borrowed.

ALTERNATE DIRECTORS

13. Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved whether or not he is a member of the Board, to be alternate Director in the place of such 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 nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or removes the appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

PETER GRIFFITHS, 9 CWMAMMAN ROAD, GLANAMMAN, CARMS.

EUECTRICIAN

de B graffiths

JOHN CHARLES BRYAN GRIFFITHS, 19 CHURCH STREET, LLANDYBIE, CARMS.

HAULAGE CONTRACTOR

Dated this 18 day of October

Witness to the above Signatures—

OWEN GLYN WILLIAMS, 22 COLLEGE STREET, AMMANFORD, CARMS. Hilliams Street



CERTIFICATE OF INCORPORATION

No. 92273

I hereby certify that

LLAN CONCRETE PRODUCTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 17th November, 1967.

(1)

Assistant Registrar of Companies



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 258

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Please reply to The Registrar

Your reference

LUAN CONCRETE PROPHOTS LIMITED

12 CHURCH STREET?

AMMANEQEDY CABMABIHENSHIRE Gaz List

4586

DEF 6

922731

Date

The Companies Act 1948

LUAN CONCRETE PROPHCTS LIMITER

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this 15 day of JUL

1975

for Registrar

DEF 6

V1723

92273

LLAN CONCRETE PRODUCTS hIMITED

DISSOLUTION ACTION IS IN ABEYANCE

IMPORTANT

This notice is not an indication that the company will not be dissolved. It intimates that an objection to striking off has been received by the Registrar.

If the company is dissolved the Registrar will publish notice thereof in the London Gazette. At the same time a blue form C25A will be placed on this file stating that the company has been dissolved.

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LLAN CONCRETE PRODUCTS LIMITED - COMPANY MUMBER 922731

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company held on fig. June 1990, the following were passed as Resolutions, the first as an Ordinary Resolution the second and third as Special Resolutions and the fourth as an Ordinary Resolution:

- 1. That the authorised share capital of the Company be hereby increased from £1,500 to £885,000 by the creation of 883,500 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 1,500 Ordinary Shares in the Company.
- 2. That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £885,000 at any time during the period of five years from the date hereof;
- 3. That by virtue of section 95 (1) of the Companies Act 1985, sections 89(1) (6) of the Companies Act 1985 shall not apply to the allotment of shares pursuant to the authority conferred by the preceding resolution;

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- That upon the recommendation of the directors the sums of £390,000 (being part of the accumulated eapital and revenue reserves) be capitalized and appropriated as capital to and among the holders of the ordinary shares of £1 each in the capital of the Company as appearing in the Register of Members at the time of the passing of this resolution and that the directors be outhorized and directed to apply such sum in paying up in full 390,000 ordinary shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among such holders at the rate of 260 such new shares for every one existing share held by them.

168 Ineffith

Certified to be a true copy of the original Date: 124 June 1990

Moldar Bruce

CG:2.4.13





COMPANIES FORM No. 123

Notice of increase in nominal capital



Ployon do not wind in this minute Pursuant to section 123 of the Companies Act 1985

Piesse complete egibly, preferably	To the Registrar of Companies	For official use Company number 922731
in black type, or bold block lettering	Name of company	
Insert full name of sempeny	LIAN CONCRETE PRODUC	TS LIMITED
The copy must be printed or in some other form approved by the registrar	increased by £ 883,500 A copy of the resolution authorising	beyond the registered capital of £ <u>1500</u> ; the increase is attached.† dividend rights, winding-up rights etc.) subject to which the nev
		Please tick here if continued overleaf
SDefete as	Signed AleBistraffilles	[Director][Secretary] Date Th June 14

LLAN CONCRETE PRODUCTS LIMITED - COMPANY NUMBER 922731

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company held on St. June 1990, the following was passed as a Special Resolution:

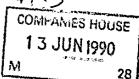
That the Articles of Association of the Company be amended in the following manner:-

- (a) By the deletion of the word "and" in the first line of Article 2 and the addition after "99" of the following: "128 and 129", and
- (b) by the insertion immediately following Article 3 of a new article numbered 3A in the terms of the draft attached hereto and marked 'New Article 3A".

Chairman Struttillus.

CG:2.4.22

Certified to be a tide copy of the original Date: 12 th Time 14 9 3 Morganization



NEW_ARTICLE_3A

"Where the accounts of the Company for any accounting reference period ended on or after 31st March 1989 show any amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution such amount (or in the case of the accounts of the Company for the accounting reference period ended on 31st March 1989, the balance of such amount remaining undistributed at the date of adoption of this Article) shall be distributed amongst the members holding ordinary shares in the Company in proportion to the amounts paid or credited as paid up on the ordinary shares held by such members respectively on condition that the same be not paid in cash but be applied in or towards paying up in full unissued ordinary shares of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid".

IT IS HEREBY RESOLVED ON THIS 18TH DAY OF APRIL 1991, THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED DISPENSE WITH NEED TO LAY ACCOUNTS BEFORE THE COMPANY IN A GENERAL MEETING IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985 SECTION 252 (1) (2).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED R.E. JOSEPH

AUTHORISED REPRESENTATIVE OF BORAL (U.K.) LIMITED

G.W. DYTOR



IT IS HEREBY RESOLVED ON THIS 18th DAY OF APRIL 1991, THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED DISPENSE WITH THE REQUIREMENT TO APPOINT AUDITORS ANNUALLY IN ACCORDANCE WITH TYPE PROVISIONS OF THE COMPANIES ACT 1985 SECTION 386 (1).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED

R.E. JOSEPH

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL (U.K.) LIMITED G.W. DYTOR



IT IS HEREBY RESOLVED ON THIS 19TM DAY OF APRIL 1991, THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED DISPENSE WITH THE HOLDING OF ANNUAL GENERAL MEETINGS IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985 SECTION 366A (1).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED

R.h., JOSEPH

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AUTHORISED REPRESENTATIVE OF BORAL (U.K.) LIMITED G.W. DYTOR

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COMPANIES HOUSE 2 4 APR 1991 M 37

ELECTIVE RESOLUTION

IT IS HEREBY RESOLVED ON THIS 15th DAY OF APRIL 1991,
THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED

DISPENSE WITH THE HOLDING OF ANNUAL GENERAL MEETINGS IN
ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985

SECTION 366A (1).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED

R.E. JOSEPH

SIGN J:

AUTHORISED REPRESENTATIVE OF

BORAL (U.K.) LIMITED

G.W. DYTOR

615 eft 922431

LLAN CONCRETE PRODUCTS LIMITED

ELECTIVE RESOLUTION

IT IS HEREBY RESOLVED ON THIS 18TH DAY OF APRIL 1991. THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED DISPENSE WITH NEED TO LAY ACCOUNTS BEFORE THE COMPANY IN A GENERAL MEETING IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985 SECTION 252 (1) (2).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED

R.E. JOSEPH

AUTHORISED REPRESENTATIVE OF BORAL (U.K.) LIMITED G.W. DYTOR



ELECTIVE RESOLUTION

IT IS HEREBY RESOLVED ON THIS 18th DAY OF APRIL 1991, THAT THE MEMBERS OF LLAN CONCRETE PRODUCTS LIMITED DISPENSE WITH THE REQUIREMENT TO APPOINT AUDITORS ANNUALLY IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1985 SECTION 386 (1).

SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL EDENHALL CONCRETE PRODUCTS LIMITED

R.E. JOSEPH

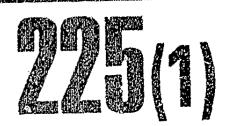
SIGNED:

AUTHORISED REPRESENTATIVE OF BORAL (U.K.) LIMITED G.W. DYTOR



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period



Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

sustain Actes in cus	as inserted by section 3 of the companies not received
1	I. To the Registrar of Companies Company number
Please complete	(Address overleaf - Note 6) 92273)
legibly, preferably in black type, or bold block lettering	Name of company
	. LLAN CONCRETE PRODUCTS LIMITED.
 insert full name of company 	* FAILY COUNTY THE STATE OF THE
Note Details of day and	2. gives notice that the company's new accounting reference date on which the current accounting reference period Day Month
month in 2, 3 and 4 should be the same.	and each subsequent accounting reference period of the company is to be treated as coming, or as having
Please read notes 1 to 5 overleaf	come, to an end is Day Month Year
	3. The current accounting reference period of the company
(this total	is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to arrend]† on
t delete as appronnate	4. If this notice states that the current accounting reference period of the company is to be extended, an
	reliance is being placed on the exception in paragrar' (a) in the second part of section 225(4) of the
	Companies Act 1985, the following statement shor a be completed:
	The company is a [subsidiary](parent]† undertaking of
	company number
	the accounting reference date of which is
	5. If this notice is being given by a company which is subject to an administration order and this notice
Ĭ	states that the current accounting reference period of the company is to be extended AND it is to be
	extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of
	the Companies Act 1985, the following statement should be completed:
t Invest	An administration order was made in relation to the company on NA.
‡ Insert Director.	
Secretary. Receiver,	and it is still in force. Designation: Sycaroca Date 14/7/92
Administrator, Administrative	6. Signed Wain Designation SECRETARY Date 14/7/92
Receiver or Receiver	
(Scotland) as appropriate	Presentor's name address For official use telephone number and reference (if any): 5 D.E.B. Post room
	felebbotte unimper aug reservation for pristing
	COMPANIES HOUSE
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