

No. of Company

993624/1

F/19764

Form No. 41

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

D. & J. (STEELS)

Limited.

I, THOMAS ARTHUR HERBERT,

of 133, MOORGATE, LONDON, E.C.2

do solemnly and sincerely

declare that I am (a) a person named in the Articles of Association as a (b) SECRETARY

of D. & J. (STEELS)

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 7, NEW SQUARE,

LINCOLN'S INN, LONDON, W.C.2

the 29th day of October, 1970.

before me.

R. Blackford

W. P. Askerbert

(c) A Commissioner for Oaths

- (a) "A Solicitor of the Supreme Court or Secretary," engaged in the formation," or "A person named in the Articles of Association as, or put "Secretary." Do not put both "Director and Secretary."
(b) Put "Director" or alter Justice of the Peace.
(c) or Notary Public

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

COMPANY REGISTRATION AGENTS

133, MOORGATE, E.C.2.

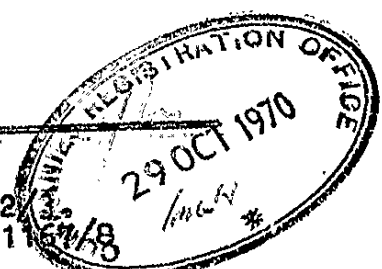
01-628-8821/2/3

BUSINESS ECONOMY PRODUCTS LIMITED

133 MOORGATE, LONDON E.C.2.

Tel:- 01-628-8821/2/3

24 CASTLE STREET, EDINBURGH, 2. Tel:- 031-225-1164/8



No. of Company.....

993624

F/19764

Form No. 25

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



D. & J. (STEELS)

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891.
Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

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

The NOMINAL CAPITAL of

D. & J. (STEELS)

Limited

£10,000

, divided into

10,000

shares of £1

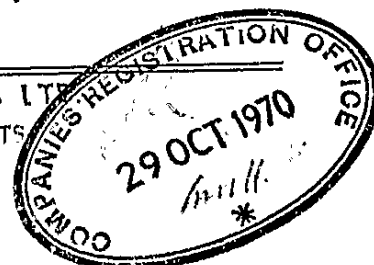
each.

Signature

Date 29th October, 1970. State whether Director or Secretary

Presented by

BUSINESS ECONOMY PRODUCTS LTD
COMPANY REGISTRATION AGENTS
133, MOORGATE, E.C.2.
01-628-8921/2/3



COMPANY LIMITED BY SHARES

OCT 29 2003 22 25

• NV 024.25

Memorandum of Association

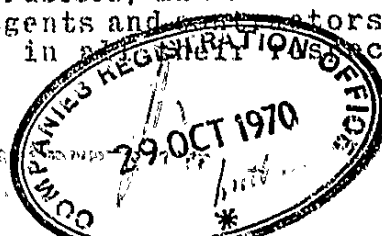
OF

D. & J. (STEELS) LIMITED

993624

3

1. The name of the Company is:-
D. & J. (STEELS) LIMITED
2. The Registered Office of the Company will be situate in /
England.
3. The Objects for which the Company is established are:-
 - (a) To carry on the business or businesses of steel, brass, aluminium and metal merchants, marine store dealers, iron merchants, machinery brokers, auctioneers and valuers, and as manufacturers and importers of, and dealers in iron, steel, copper, bronze, aluminium, lead, tin, zinc, antimony, pewter and other metal goods of all descriptions; ironfounders, metallurgists, boiler, turbine, engine, machinery, and tool makers, needle and pin makers, metal refiners, spinners, turners, perforators, polishers and platers, sheet metal workers, metal stampers, die casters, die sinkers, art metal workers, metal welders, oxidisers, bronzers, lacquerers, enamellers, ironmongers and hardware dealers, and manufacturers of, and dealers in, metal goods of all descriptions; and as mechanical, electrical and general engineers, blacksmiths, tinsmiths, joiners and woodworkers, wood and timber merchants, lead burners, plumbers, sanitary engineers, coal and coke merchants, garage proprietors, manufacturing chemists and builders' and decorators' merchants in all their branches; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and decorators, hire purchase financiers or otherwise in any of the above or other branches.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

(s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe. ✓

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>Jean Herbert</i> JEAN HERBERT, 24 Castle Street, Edinburgh, 2. 133, MOORGATE, LONDON, E.C.2. Company Director.	<i>One</i> One
<i>Thos. A. Herbert</i> THOMAS ARTHUR HERBERT, LL.B., 24 Castle Street, Edinburgh, 2. 133, MOORGATE, LONDON, E.C.2. Barrister-at-Law.	<i>One</i> One

1st day of October,
DATED the ~~5th~~ day of January, 1970 ✓ J.D.

WITNESS to the above signatures:-

C. Y. Herbert

Christine Freda Herbert,
24 Castle Street, 133, MOORGATE,
Edinburgh, 2. LONDON, E.C.2.

Company Director

COMPANY LIMITED BY SHARES

Articles of Association

OF

D. & J. (STEELS)

LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

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

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to clause 4 hereof.

TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

LIEN

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 MEETING

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

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

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

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

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

FIRST DIRECTORS

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

FIRST SECRETARY

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Jean Herbert
Jean Herbert,
~~156, Strand,~~ 133 MOORGATE, LONDON, E.C.2.
~~London, W.C.2.~~

Company Director

Thomas Herbert
Thomas Arthur Herbert,
~~156, Strand,~~ 133 MOORGATE, LONDON, E.C.2.
~~London, W.C.2.~~

Barrister-at-Law

1st day of October,
~~1st day of JUNE 1970~~
DATED the ~~18th day of October, 1955~~ 1st

WITNESS to the above signatures:-

C. F. Herbert
Christine Freda Herbert,
~~7, The Avenue,~~
~~Muswell Hill,~~ 133 MOORGATE, LONDON, E.C.2.
~~London, N.10.~~
Company Director.

✓



CERTIFICATE OF INCORPORATION

No. 983624

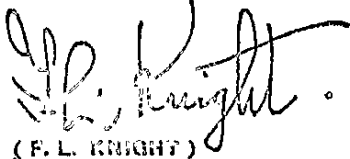
I hereby certify that

D. & J. (STEELS) 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

5TH NOVEMBER 1970.


(F. L. KNIGHT)
Assistant Registrar of Companies

THE COMPANIES ACT 1985

COPY SPECIAL RESOLUTIONS OF D & J (STEELS) LIMITED

COMPANY NUMBER 993624

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 17 Portland Square, Bristol BS2 8FJ on the 31st October 1985 the following Special Resolutions were duly passed:

1. That the Articles of Association of the Company be amended by inserting a new Article 13 as follows:

"ADDITIONAL POWERS"

"13. Subject to the provisions of the Companies Act 1985 the Company may -

- (a) pursuant to Section 162 of that Act purchase its own shares (including any redeemable shares);
 - (b) pursuant to Section 171 of that Act make a payment in respect of the redemption or purchase under Sections 159 and 160 or under Section 162 of that Act of any of its own shares (not only out of distributable profits or the proceeds of a fresh issue of shares but also) out of capital."
2. That the contract proposed to be made between the Company and Donald Edmund Lambert for the purchase by the Company of 4,000 shares presently registered in the name of Donald Edmund Lambert for a total consideration of £120,000 be authorised.
 3. That a payment out of capital of £120,000 be approved for the purpose of effecting the purchase of shares referred to in Resolution 2 above.

Signed
Chairman/Director/Secretary

G

THE COMPANIES ACTS 1948 TO 1981

Form No. 65

Declaration in relation to the redemption
or purchase of shares out of capital

65

Pursuant to section 55(3) (4) and (5)
of the Companies Act 1981Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block letteringNote:
Please read the
notes on page 4
before completing
this form.*Delete as
appropriate†See note 1
delete either
or both if
inappropriate

For official use

42

Company number

993624

Name of company

D. & J. (STEELS)

Limited

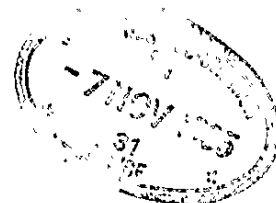
[~~bank~~] [~~recognised bank~~] *
[~~licensed institution~~] * within the meaning of the Banking Act 1979 †[~~being authorised to carry on insurance business in the United Kingdom~~] †proposes to make a payment in respect of the [~~redemption~~] [purchase] * of its own
shares out of capital, that is, otherwise than out of distributable profits† of the company
or the proceeds of a fresh issue of shares.

†See note 2

/Overleaf

Presenter's name, address and
reference (if any)For official use
General section

Post room



Therefore [X] [we] *
(NOTE 3)

Please do not
write in this
binding margin



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

*Delete as
appropriate

Name	DAVID JOHN LAMB
Address	16, GREENHILL GARDENS, WOMBOURNE, WOLVERHAMPTON, WEST MIDLANDS
Name	ERIC FISHER
Address	53, THE KNOLL, KINGSWINFORD, WEST MIDLANDS
Name	NORMA MILDRED LAMBERT
Address	DELAMORN, HYLANDS CLOSE, WEST HILL, OTTERY ST. MARY, DEVON
Name	LILLIAN MARGARET LAMB
Address	16 GREENHILL GARDENS, WOMBOURNE, WOLVERHAMPTON. WEST MIDLANDS
Name	JACQUELINE INGLEFIELD
Address	4, COLLEGE VIEW, COMPTON, WOLVERHAMPTON, WEST MIDLANDS
Name	DONALD EDMUND LAMBERT
Address	DELAMORN, HYLANDS CLOSE, WEST HILL, OTTERY ST. MARY, DEVON
Name	
Address	
Name	
Address	
Name	
Address	
Name	
Address	

Please do not
write in this
binding margin



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

*See Note 4

†Delete as
appropriate

‡See Note 5

being all the directors of the company do solemnly and sincerely declare that:—

(1) the amount of the permissible capital payment* proposed to be made for the shares in question is £ 12 0, 000

(2) having made full inquiry into the affairs and prospects of the company
[X] [we] † have formed the opinion:—

(a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no ground on which the company could then be found to be unable to pay its debts ‡ and

(b) as regards its prospects for the year immediately following that date, that, having regard to [my] [our] † intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in [my] [our] † view be available to the company during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

And [X] [we] † make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Signature(s) of Declarant(s)

Declared at Dudley
West Midlands

the 25th day of October
one thousand nine hundred and eighty
five

before me [Signature]

~~A Commissioner for Oaths, or Notary,
Public or Justice of the Peace or Solicitor~~
having the powers conferred on a
Commissioner for Oaths.

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]



AUDITORS' REPORT

PURSUANT TO S.173 (5) COMPANIES ACT 1985

To the Directors of D & J (Steels) Limited

We, Poole Waterfield and Company, being the Auditors for the time being of D & J (Steels) Limited Company Number 993624 have inquired into the state of affairs of D & J (Steels) Limited and confirm that the amount of £120,000 specified in the statutory declaration to which this Report is or is to be annexed as being the permissible capital payment for the shares in question is in our view properly determined in accordance with Sections 171 and 172 Companies Act 1985 and that we are not aware of anything to indicate that the opinion expressed by the Directors in the said statutory declaration as to any of the matters mentioned in S.173 (3) Companies Act 1985 is unreasonable in all the circumstances.

Dated 30TH. OCTOBER 1985

Signed
For and on behalf of Poole Waterfield & Company

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Please do not
write in
this margin

Pursuant to section 169 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

413

993624

Name of company

* D & J (STEELS) LIMITED

* Insert full name
of company

Note

This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	SHARES			
Nominal value of each share	£ 1			
Date(s) on which the shares were delivered to the company	5 : 12 : 85			
Number of shares purchased	4,000			
Maximum prices paid \$ for each share	N/A			
Minimum prices paid \$ for each share	N/A			

\$ A private company
is not required to
give this information

The aggregate amount paid by the company for the shares to which this return relates was:

\$ _____

† delete as
appropriate

Signed

[Director][Secretary]† Date

5/12/85

Presentor's name address and
reference (if any):

Reclairs,
Oakridge Lane,
Sialkot, Wiltshire
Avon BS25 1L2
0918 - 484 - 2698

For official Use
General Section



POOLE WATERFIELD
ACCOUNTANTS

J. B. WATERFIELD, F.A.P.A., F.S.C.A.
R. K. GROSELEY, F.C.A.



WOLVERTON HOUSE, 14, WOLVERTON ROAD,
DUDLEY, WEST MIDLANDS, DY2 7PL
Tel. No. DUDLEY (0384) 455505 (4 Lines)

Also at:
LYNWOOD HOUSE, DUDLEY ROAD,
LYE, STOURBRIDGE, WEST MIDLANDS, DY9 8DU
Tel. No. LYE (0384) 424545 (2 Lines)

Our Ref

Your Ref

GR/LH/D.1 (G)

993624

28th March 1990

The Secretary,
D. & J. (Steels) Ltd.,
Lambert Works,
Colliery Road,
Wolverhampton,
West Midlands

Dear Sir,

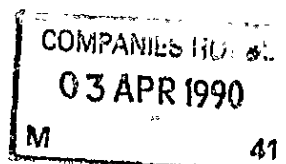
D. & J. (STEELS) LIMITED

We hereby submit our resignation as auditors of the above company, with effect from 29th March 1990.

As required by Section 390(2) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or the creditors of the company.

Yours faithfully,


POOLE WATERFIELD



G

COMPANIES FORM No. 225(1)

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 amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

993624

Name of company

*Insert full name of company

* D & J (STEELS) LIMITED																																							
--------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	0	0	9
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The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	0	0	9	1	9	9	0
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of HILL & SMITH HOLDINGS PLC

, company number 671474

the accounting reference date of which is 30th September

If this notice is being given by a company which is subject to an administration order and this notice 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 section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed [Signature]

Designation† Director

Date 29.3.90

Presentor's name, address and reference (if any):

SILKS,
Barclays Bank Chambers,
Birmingham Street,
Oldbury, Warley,
West Midlands
B69 4EZ

1/SC

For official use
General Section

Post 100

