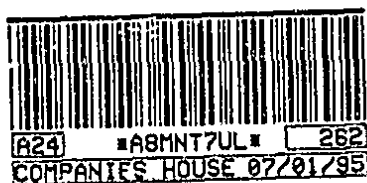


No: 995892

The Companies Acts 1948 to 1967

and

The Companies Act 1985



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

AMALGAMATED CONSTRUCTION CO. LIMITED

(As Amended by Special Resolution passed 8th July 1988)

1. The name of the Company is "Amalgamated Construction 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) (i) To carry on all or any of the businesses of civil engineering contractors, shaft sinkers, tunnellers, builders, building contractors, excavating and demolition contractors, public and private works, contractors, metal and alloy makers and workers, stone masons, paviours, tar spraying and asphalt contractors, cement and concrete contractors, bricklayers, pile drivers, tree fellers, land clearers, woodworkers, dredging contractors, plumbers, painters, plasterers, decorators, wharfingers, stevedores, barge owners, lightermen, garage proprietors, motor vehicle proprietors, builders' and decorators' merchants, wood and timber merchants, ironmongers and hardware dealers, haulage contractors and contractors and sub-contractors generally.
  - (ii) To construct, erect, equip, carry on, work, develop, manage and control, mines, roads, footpaths, sewage and drainage works, gas works, electricity works, waterworks, bridges, viaducts, docks, harbours, aqueducts, piers, wharves, canals, reservoirs, irrigations, improvements, and generally any work or works of a private, public or semi-public character, or of a public utility.
  - (iii) To carry on business as plant hire contractors and to let out on hire, road breaking machinery, earth moving machinery, drilling machinery, agricultural machinery, derricks, cranes, winches, pulley blocks, jacks, lifting gantries, and all types of civil engineers' and builders' plant

and machinery; and as dealers in and repairers of contractors' plant of all kinds.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest 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 for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, offices, 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.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, 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 or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act, 1985, or another subsidiary, as defined by the

said Section, of the Company's holding company or otherwise associated with the Company in business.

(I) To receive money on deposit or loan upon such terms as the Company may approve and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of the Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of

shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall,

except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

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

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\*The Share capital of the Company was increased by Special Resolution passed on 16th April 1971 to £10,000 by the creation of 9,900 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 30th April 1973 to £20,000 by the creation of 10,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 30th April 1975 to £100,000 by the creation of 80,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 1st November 1976 to £250,000 by the creation of 150,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 25th May 1977 to £500,000 by the creation of 250,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 17th July 1978 to £750,000 by the creation of 250,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Special Resolution passed on 15th November 1978 to £1,000,000 by the creation of 250,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Ordinary Resolution passed on 17th September 1979 to £2,000,000 by the creation of 1,000,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

\*The share capital of the Company was increased by Ordinary Resolution passed on 5th May 1984 to £5,000,000 by the creation of 3,000,000 additional shares of £1 each ranking pari passu with the existing Ordinary Shares.

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WE, the several persons whose names and address 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
Nigel Cooper 59 Merrion Avenue Stanmore Middlesex  Accountant	One
Alan Kavanagh 25 Wallwood Street London E14  Articled Clerk	One

Dated this 17th day of November 1970

Witness to the above Signatures:-

M. Hughes  
Warwick House  
110 Great Russell Street  
London WC1

Accountant

IBM;D124:D

No. 995892

The Companies Acts 1948 to 1967

and

## The Companies Act 1985

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

## NEW ARTICLES OF ASSOCIATION

of

AMALGAMATED CONSTRUCTION CO. LIMITED

(Adopted by Special Resolution passed on 8th July 1988)

PRELIMINARY

1. (A) In these Articles the following words and phrases shall have the following meanings:-

"The Act"                      The Companies Act 1985.

"Table A" Table A of "The Companies (Tables A-F) Regulations 1985."

"Regulation"                      A Regulation in Table A.

(B) Where the context so admits or requires, words and phrases used in these Articles shall have the same meanings as is given to them in the Act.

2. (A) No regulations set out in any schedule to any statute concerning companies shall apply as regulations or articles of the Company.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or varied hereby. Regulations 24, 60, 61, 64, 65, 67, 73 to 78, 80 and 94 to 97 in Table A shall not apply to the Company. In addition to the remaining Regulations in Table A, as varied hereby, the following shall be the Regulations of the Company.

3. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in

or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

#### SHARES

4. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

5. The general authority conferred by Article 4 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the date of adoption of these presents as the Articles of Association of the Company unless varied or revoked or renewed by the Company in General Meeting.

6. The Directors shall be entitled under the general authority conferred by Article 4 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

7. Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

#### TRANSFER OF SHARES

8. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

#### PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded at any General Meeting by any one member present in person or by proxy and entitled to vote. Regulation 46(b) shall be modified accordingly.

10. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

11. A resolution in writing signed by the holders of not less than Ninety five per centum in nominal value of the shares giving a right to attend and vote at a General Meeting shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation, the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

12. Subject as hereinafter provided, the number of Directors shall be not less than one. The Company may by Ordinary Resolution from time to time vary the minimum number and fix and from time to time vary the maximum number of Directors. Unless so fixed, there shall



not be a maximum number of Directors. 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.

13. The Directors may exercise all the powers of the Company (and, inter alia, those) to borrow money, to give guarantees of the obligations of any third party (whether secured or not) and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party and whether or not the Company derives any benefit therefrom.

14. Subject to the provisions of the Act and provided that he has disclosed to the Board the nature and extent of any material interest of his, 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. He may be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 85 shall be extended accordingly.

15. The second and third sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply to the Company.

#### INDEMNITY

16. Subject to the provisions of and so far as may be permitted by the Act, every Director, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 shall be extended accordingly.

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