

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

RUBEROID BUILDING PRODUCTS
LIMITED

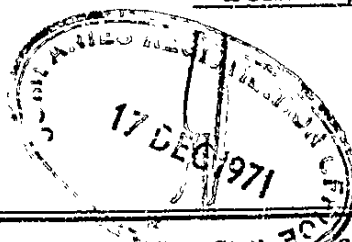
Prepared by

Presentor's Reference FT/CDL

Clifford-Turner & Co.

11 Old Jewry,

London, E.C.2.



Form No. 41
(No filing fee payable)

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Fleet Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies House Scan Upon Demand

**We apologise that the following
documents are of poor quality.**

**Thank You for your
Understanding.**

I, Colin Douglas Long

of 11 Old Jewry, London, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) A solicitor

of the Supreme Court engaged in the formation

of Ruberoid Building Products

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

36 Park
in the City of London

the sixteenth day of December

one thousand nine hundred and

seventy-one

Before me,

G. A. Richardson

Note.—This margin is reserved for binding and must not be written across.

Colin Long

STATEMENT OF THE NOMINAL CAPITAL

OF

RUBEROID BUILDING PRODUCTS

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £100

Signature Clifford-Turner & Co.

Description Solicitors engaged in the formation

Dated the Sixteenth day of December 1971

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference FT/COL

Clifford-Turner & Co.

11 Old Jewry, London, E.C.2.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Hanover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

COMPANY LIMITED BY SHARES

M E M O R A N D U M

- and -

ARTICLES OF ASSOCIATION

- of -

RUBEROID BUILDING PRODUCTS LIMITED

Incorporated the day of , 1971.

CLIFFORD-TURNER & CO.
11 Old Jewry,
London E.C.2.

DRAFT/FT/13th December 1971

THE COMPANIES ACTS, 1948 TO 1967 1971/20 2100 • 020.00

COMPANY LIMITED BY SHARES

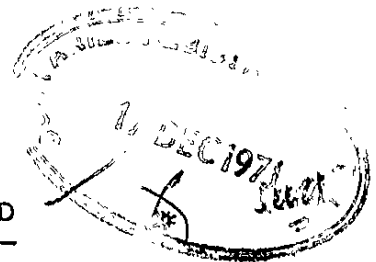
1036614

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MEMORANDUM OF ASSOCIATION

- of -

RUBEROID BUILDING PRODUCTS LIMITED



1. The Name of the Company is "RUBEROID BUILDING 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 acquire that part of the undertaking of The Rubaroid Company Limited comprising the manufacture of and dealing in roofing, waterproofings and building materials and commodities of all types and descriptions
- (B) To carry on all or any of the trades or businesses of manufacturers and dealers in roofings, dampcourses, sidings, building, sheathing, decorative materials, asbestos, plastics, plastic and other goods, room and picture mouldings building and deadening felts and all other kinds of felt, floor coverings, boards and mill-boards, insulating materials, tapes, waterproof materials and fabrics, ventilators, varnishes, paints, oils, colours and all manner of electrical compounds and sanitary goods and commodities of all kinds used in the construction, maintenance, decoration or furnishing of buildings.
- (C) To carry on the following businesses, namely, builders, civil engineers, plumbers, glaziers, roofing contractors, painters, carpenters, joiners, electricians, waterproofers, general contractors, warehousemen, wharfingers, storekeepers and carriers, or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company
- (D) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances,

articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.

- (F) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (F) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (G) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (H) To apply for, or join in applying for, 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, registered 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (I) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (J) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies and in particular to guarantee support or secure whether by

personal covenant or by mortgaging or charging or creating a lien upon the whole or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premises interest and on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or a subsidiary (as so defined) of the Company's holding company and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.

- (K) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (L) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (M) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business
- (N) To receive money on deposit upon such terms as the Company may approve.
- (O) To invest and deal with the moneys of the Company in such manner as may from time to time be determined
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (R) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.

- (W) To subscribe for either absolutely or conditionally or otherwise to purchase and hold shares, stocks, debentures, debenture stock or other obligations of any other company having authority altogether or in part similar to those of this company.
- (T) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (U) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (V) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (W) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers or of persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (X) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection

with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

- (Z) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (CC) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the 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.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuant 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

J. Brown

One

11 Old Ferry

London EC2

Solicitor

Susan M. Francis.

One.

11 Old Ferry

London EC2

Solicitor

DATED the *16th.* day of *December*, 197*1.*

WITNESS to all the above Signatures:-

C. J. Long

11 Old Ferry

London EC2.

Solicitor

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

1036614

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RUBEROID BUILDING PRODUCTS LIMITED

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act, 1967.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A, except Clause 1 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid shares 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 one of two or more joint holders.

6. In Clause 15 of Part I of Table A the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES.

7. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act,

as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS.

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

10. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table A.

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table A shall be modified accordingly.

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two and Clause 75 in Part I of Table A shall be modified accordingly.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Part I of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of

the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

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

19. 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 does 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.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. Paragraph (D) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights,

and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such 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 and the Director appointing him.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing Director or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to

resign as a Director of the Company and Clause 88 (E)
of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JTBrowns
11 Old Tenny
London EC2
Solicitor

Susan P. Francis.

11 Old Tenny
London E.C.2.
Solicitor

DATED this 16th. day of December 1971.

WITNESS to the above Signatures:-

C. D. Long
11 Old Tenny
London E. C. 2.
Solicitor



CERTIFICATE OF INCORPORATION

No. 1036614

I hereby certify that

RUBEROID BUILDING 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

30TH DECEMBER 1971


(F L KNIGHT)

Assistant Registrar of Companies

12 4022472

No. of Company 10367118

THE COMPANIES ACTS 1948 to 1967

Ad. 9. 10. 1972

25 FEB 1973

Notice and Statement of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

RUBEROID BUILDING PRODUCTS

Limited, hereby gives you notice, pursuant to Section 124 of the Companies Act 1948, that by a Special Resolution passed on and dated the 3rd day of January, 1972, the nominal capital of the Company has been increased by the addition thereto of the sum of £ 249,900 beyond the registered capital of £ 249,900.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal Value of each Share
249,900	Ordinary	£1

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 set out in the following:—

* If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

The new Ordinary Shares rank *pari passu* in all respects with the existing Ordinary Shares

Signature *[Signature]*

State whether Director or Secretary

Dated the 3rd day of January, 1972

Presented by

Clifford-Turner & Co.,

11 Old Jewry,

London, E.C.2.

Presenter's Reference No. FT

COMPANIES REGISTRY

17 JAN 72

Form No. 10/10A

No. 1036614. /14.

THE COMPANY (INCORPORATED IN 1947) 1957

SPECIAL RESOLUTIONS

- of -

75 24

RUBEROID BUILDING PRODUCTS LIMITED
(Incorporated in England 1947)

At an Extraordinary General Meeting of the above named Company duly convened and held the following resolutions were passed as Special Resolutions

SPECIAL RESOLUTIONS

1. That with a view to the acquisition of part of the undertaking of The Ruberoid Company Limited the authorised share capital of the Company be increased to £250,000 by the creation of an additional 249,900 Ordinary Shares of £1 each ranking pari passu in all respects and forming with the existing 100 Ordinary Shares one uniform class of 250,000 Ordinary Shares of £1 each in the capital of the Company.

2. That the Articles of Association be and the same are hereby altered as follows:-

- (i) by the deletion from Article 1(B) of the figures 89, 90, 91, 92 and 93
- (ii) by the deletion of Article 23 and the substitution therefor of the following new Article 23 :-
"23. All the Directors for the time being shall retire at each Annual General Meeting of the Company and Clauses 89 to 93 (inclusive) in Part I of Table A shall be modified and construed accordingly".
- (iii) by the deletion of Article 24 and the renumbering of Articles 25 to 30 (inclusive) as Articles 24 to 29 (inclusive).


D. L. Irwin,

Chairman

*certified to be a
true copy*

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SUPEROLD BUILDING PRODUCTS LIMITED

(Passed 23rd September 1976)

At an Extraordinary General Meeting of the above named Company duly convened and held at Commonwealth House, New Oxford Street, London W1L on the Twenty Third day of September 1976 at 10.00 am the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the following new Article of Association be adopted as Article No 30

" The Directors may from time to time, and at any time, pursuant to this Article appoint any other person to any post with such descriptive title including that of Director (whether or essential, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board or Directors or of such committee, and if present he shall not be entitled to vote thereat."

D L Irwin



CHAIRMAN



No. 1036614

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RUBEROID BUILDING PRODUCTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held
on the 29 October 1993 at 10.00 a.m./p.m.
the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

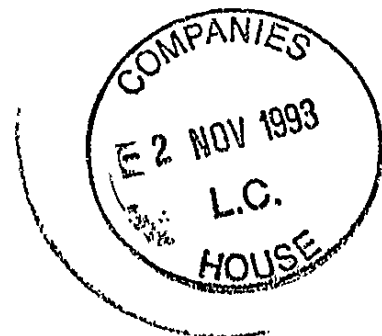
THAT:-

THE name of the Company be changed to Tarmac (RBP) Limited.

[Signature]
.....
Chairman

G14ART2747

- 1 -



B006364
C12 E1 200 6/9



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1036614

The Registrar of Companies for England and Wales hereby certifies that

RUBEROID BUILDING PRODUCTS LIMITED

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

TARMAC (RBP) LIMITED

Given at Companies House, London, the 2nd November 1993

L. Mills

MRS L. MILLS

For The Registrar Of Companies



DORMANT COMPANY RESOLUTION

COMPANY No. 1036614

THE COMPANIES ACT 1985, SECTION 250 SPECIAL RESOLUTION OF

TARMAC (RBP)

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE Eighth DAY OF March

1993

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

OR

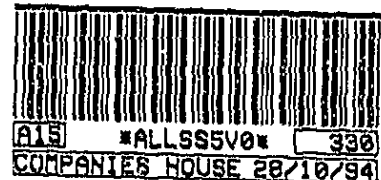
The accounts of the company for the financial year ending 31st December ¹⁹⁹² having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

SIGNED

Director or Secretary of company

DATE

19th October 1994



N.B. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989 & S.I. No. 1992/3003.