

No. 1054232

MEMORANDUM

and

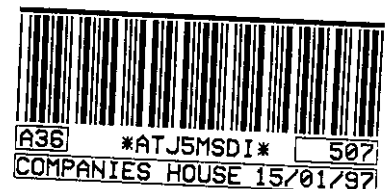
ARTICLES OF ASSOCIATION

of

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED

Incorporated 12 May 1972

30 December 1996



Number of Company: 1054232

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED


Passed 30 December 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 30 December 1996, the subjoined Resolution was duly passed, viz:-

RESOLUTION

That the capital be hereby increased from £30,000,000 to £40,000,000 by the creation of 10,000,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares.

That the directors be hereby generally and unconditionally authorised until 29 December 2001 to allot relevant securities (within the meaning of Section 80 Companies Act 1985) up to an aggregate nominal amount of £10,000,000.


.....SECRETARY

Number of } 1054232
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED

Passed 18 October, 19 91

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE

on the 18th day of October, 19 91 the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That Section 89(1) Companies Act 1985 shall not
apply to the Company.

Signature

CHAIRMAN

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number ofCSBTAINN1054232
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

CSBTAIN U.K. LIMITED

Passed 31st July , 19 91

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge

• Road, London SE1 7UE

on the 31st day of July , 1991, the subjoined
ELECTIVE RESOLUTION was duly passed, viz.:—

RESOLUTION

Pursuant to Section 252 to dispense with the laying
of accounts and reports before the company in
general meeting.

Signature.....

.....SECRETARY.....

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 1054232
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF
COSTAIN U.K. LIMITED

Passed 31 January, 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge

Road, London SE1 7UE

on the 31st day of January, 1991, the subjoined
ELECTIVE RESOLUTION was duly passed. viz.:—

RESOLUTION

Pursuant to Section 366A to dispense with the holding
of annual general meetings.

Pursuant to Section 386 to dispense with the obligation
to appoint auditors annually.

Signature.....
CHAIRMAN
.....

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE: —To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1054232

I hereby certify that

COSTAIN U.K. LIMITED

having by special resolution changed its name,

is now incorporated under the name of

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 SEPTEMBER 1991

A. Allen

A ALLEN

an authorised officer



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1054232

I hereby certify that

PARKLAND HOMES LIMITED

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

COSTAIN U.K. LIMITED

Given under my hand at London the 5th August 1975

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR
Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION

No. 1054232

I hereby certify that

PARKLAND HOMES 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

12th May 1972

A handwritten signature in dark ink, appearing to read 'N Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

Memorandum of Association

(Amended by Special Resolution passed on the 4th July, 1973)

OF

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED

1. The name of the Company is "Costain Building & Civil Engineering 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 builders and contractors for the execution of buildings and works of all kinds; to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of buildings and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 - (B) To purchase, take on lease or in exchange, or otherwise acquire any lands, houses, buildings and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same in any manner and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers, building societies, mortgagees and others.

*Name changed
from "PARKLAND
HOMES LIMITED"
by Certificate
dated 5th August,
1975, and from
"Costain U.K.
Limited" by
Certificate
dated 1st
September 1997*

- (c) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public works and conveniences of all kinds which in this Memorandum includes railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading-rooms, stores, shops, dairies, and all other works and conveniences of public utility, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (D) To carry on in all their respective branches the business of manufacturers, merchants and dealers in masonry, bricks, tiles, slates, glass, pipes, pottery, earthenware and ceramic ware of all kinds, stone, sand, lime, timber, hardware and all other building requisites, steel and other metals of every description, decorators, shop-fitters, jobmasters, architects, surveyors, house agents, mortgage and insurance brokers, hoteliers, caterers, miners, metallurgists, quarry proprietors, engineers, farmers, graziers, hauliers, transport and cartage contractors, importers and exporters and general dealers; and to carry on in all their respective branches all or any of the businesses of estate and concession developers, investors and dealers in real and personal property of all kinds, forest proprietors, lessees or concessionaires in regard to afforestation and to grow, search for, obtain, win, raise, make marketable, use, sell and dispose of timber, granite, coal, clay, lime, oil and all other substances and products and to prepare and manufacture cement, paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for the Company in carrying on any business of the Company.
- (E) To carry on all or any of the businesses of builders' merchants, terra cotta makers, marble merchants, masons, colliery and mine owners, oil and metal refiners, metal foundries, workers, converters and merchants, metallurgists, wharfingers, bonded and general warehousemen, proprietors and charterers of ships, keels, barges, lighters, tugs and other vessels and owners of

any shares or interests therein, ships' furnishers and fitters, ships' husbands, provision merchants, pier, landing stage and dock proprietors, builders and proprietors of vans, waggons, carts, motor carriages, cycles and locomotor and other carriages or vehicles, carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.

- (f) To carry on the business of coal, coke and fuel merchants, and winners of and dealers in precious and non-precious metals and stones, and shipping and customs clearance agents and shipbrokers in all their respective branches.
- (g) To manufacture, buy, sell, treat, repair and deal in all kinds of plant, machinery, apparatus, tools, utensils, goods, commodities, substances, articles and things, including but without limiting the generality of the foregoing (which shall not be construed *ejusdem generis*) all goods, appliances and things which might be dealt in by any person having an unrestricted general dealer's licence or any other licence capable of being issued by any local or Government authority in any part of the world, including a liquor licence, and to carry on the businesses of licensed victuallers and wholesale and retail dealers in liquor and bottle store, hotel and road-house proprietors and restaurateurs.
- (h) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (i) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to act as commercial or technical consultants and advisers to, and to undertake, design, research, development and experimental work on behalf of any person, company or undertaking, and to administer, manage and control all building and other works of any nature whatsoever.

- (J) To carry on any other business; whether manufacturing or as principal agents or otherwise, which may seem in the opinion of the Directors of the Company capable of being conveniently carried on in connection with any of the businesses mentioned in this Memorandum or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and generally to purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, and to sell, let on hire or hire-purchase terms or otherwise dispose of any goods or chattels of the Company, and to enter into any agreement or agreements with any other person, firm or corporation for the doing by such person, firm or corporation of anything which the Company could lawfully do.
- (K) To borrow or raise money and to secure, further secure, vary or discharge any debt or obligation of or binding on the Company, in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (L) To pay for any property or rights acquired by the Company or entitled to be acquired, either in cash or shares, with or without preferred or deferred or other rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company may from time to time have power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debentures, capital or other securities of the Company or in or about the formation or promotion of the Company, or the conduct of its business, and to pay the preliminary expenses of the Company.
- (N) To accept for any property or rights sold or otherwise disposed of or dealt with by the Company, either cash, instalments or otherwise, or shares of any company or corporation, whether with or without deferred rights in

respect of dividend or repayment of capital or with or without such other rights as this Company may agree, or by means of a mortgage or by debentures or debenture stock 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, deal with or dispose of any consideration so received.

- (o) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, and to invest the moneys of the Company in any security that the Board of Directors of the Company may think fit.
- (p) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (q) To establish or promote or concur in the establishment or promotion of any company the promotion of which shall be considered desirable.
- (r) To lend money to and guarantee the performance of the contracts or obligations of any firm, person, company or corporation, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company or corporation, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (s) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company, whether fully or partly paid up, and to undertake and transact all kinds of trust and agency business.
- (t) To establish competitions and to offer and grant prizes, rewards and premiums, and to provide for and furnish or secure to any members or customers of the Company, or to the holders of any coupons or tickets issued by or

for the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient, and either gratuitously or otherwise, and generally to adopt such means of making known the work and products of the Company as may be thought fit.

- (r) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other corporation, company, firm or person which may be considered likely, directly or indirectly, to prejudice the interests of the Company or its members.
- (v) To procure the registration or incorporation of the Company in any country or territory.
- (w) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.
- (x) To receive moneys on deposit, current account or otherwise, with or without allowance of interest, and to receive on deposit or for safe custody or otherwise any securities, title deeds or valuables of any description and generally to act as bankers for customers and others.
- (y) To grant pensions, allowances, gratuities and bonuses to any employee or ex-employee and to officers and ex-officers (which expression shall in this sub-clause include Managing Directors, Executive Directors and ex-Directors) of the Company or its predecessors in business, or of any company in which this Company is in any way interested or the relations, connections or dependants of any such persons, and to establish or support or aid in the establishment and support of associations, schools and any educational, scientific, literary or charitable institutions or trade societies, clubs, funds and trusts, and scholarships and bursaries which shall be calculated to benefit any such persons or otherwise advance the interest of the Company or of its members, and to formulate and carry into effect any scheme for sharing the profits of the Company or any part thereof with all or any of such persons.

(Z) To distribute among the members of the Company in specie any property of the Company.

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

(BB) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company, and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 750 "A" Shares of £1 each and 250 "B" Shares of £1 each. *See Notes herein*

NOTES

(1) *By Special Resolution passed on the 16th April, 1975, the share capital of the Company was converted into Ordinary Shares of £1 each so as to consist of a single class of 1,000 Ordinary Shares of £1 each.*

(2) *By Resolution passed on the 18th June, 1975, the capital of the Company was increased to £1,500,000 by the creation of 1,499,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company.*

(3) *By Resolution passed on 22nd December 1989 the capital of the company was increased to £2,000,000 by the creation of 500,000 ordinary shares of £1 each forming a single class with the existing shares.*

(4) *By Resolution passed on 18th October 1991 the capital of the company was increased to £30 million by the creation of 28,000,000 ordinary shares of £1 each forming a single class with the existing shares.*

(5) *By Resolution passed on 30 December 1996 the capital of the company was increased to £40 million by the creation of 10,000,000 ordinary shares of £1 each forming a single class with the existing shares.*

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
<p>HAROLD BERNARD SUPPERSTONE, 78 South Audley Street, London W1Y 6AX, Solicitor.</p>	<p>One " B " Share</p>
<p>PETER LEONARD CUDBIRD, 78 South Audley Street, London W1Y 6AX, Solicitor.</p>	<p>One " B " Share</p>

Dated this 3rd day of May, 1972.

Witness to the above Signatures :—

GEOFFREY M. SUPPERSTONE,
78 South Audley Street,
London W1Y 6AX,
Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 7 November 1995)

of

COSTAIN BUILDING & CIVIL ENGINEERING LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CERTIFICATES

3. In the second sentence of Regulation 6 of Table A the words "sealed with the seal" shall be omitted and replaced by "executed under seal or as permitted by Section 36A of the Companies Act 1985 or otherwise as permitted by law from time to time".

LIEN

4. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

5. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

6. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

7. The second sentence of Regulation 79 shall not apply to the Company.
8. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

9. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INDEMNITY

10. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ASSOCIATE DIRECTORS

11. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this Article as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office of an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall be at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

PRE-EMPTION RIGHTS

12. Section 89(1) of the Companies Act 1985 shall not apply to the Company.