

No. of Company

1069259

Form No. 41.

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.

Name
of
Company

CANSANTA INVESTMENTS Limited

Presented by

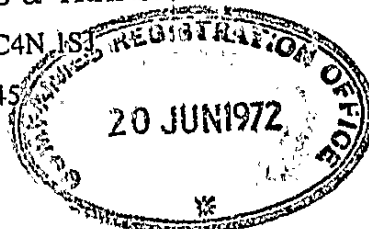
WILDMAN & BATTELL LTD.
12 PANCRAS LANE,
QUEEN STREET,
LONDON, E.C.4.
TELE CITY 2545

WILDMAN & BATTELL LTD.

COMPANY & GENERAL LAW AGENTS & TRANSLATORS

12, Pancras Lane, London, EC4N 1ST

Telephone: 01-248 2545



I, LAURENCE ROY BATTELL

of 12, Pancras Lane, Queen Street, London, E.C.4.

(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 (*) the person named in

the Articles of Association as the Secretary

of

CANSANTA INVESTMENTS 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 Eltham, S.E.9.

the 15th day of June

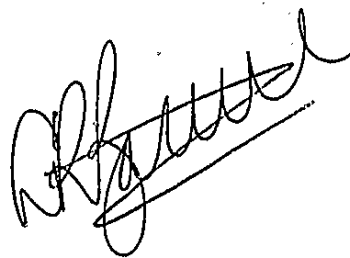
one thousand nine hundred and seventy - two

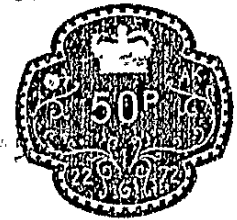
Before me,



A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

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





THE COMPANIES ACTS, 1948 to 1967

C.C.D.

Statement of the Nominal Capital

Pursuant to Section 112 of the Stamp Act, 1891

Name of
Company

CANSANTA INVESTMENTS

LIMITED

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Description

Secretary

Dated the 15th day of June 19 72

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

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COMPANY LIMITED BY SHARES



Memorandum of Association

C.R. 220

OF

CANSANTA INVESTMENTS LIMITED

1069259

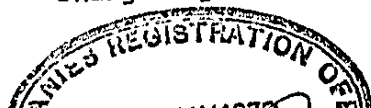
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1. The name of the Company is "CANSANTA INVESTMENTS LIMITED".

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 by purchase, lease, concession, grant, licence or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or incorporate, policies of insurance and such other property, real or personal and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal or assets, but may acquire the same for purposes of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account.



WILDMAN & BATTELL LTD.
12 PANCRAS LANE,
QUEEN STREET.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof, or otherwise turn the same to the advantage of the Company.
- (d) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.
- (e) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (f) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purpose agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (g) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (h) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (i) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (j) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (k) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of

shares, debentures, debenture stock or other securities of the Company.

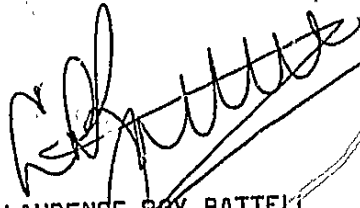
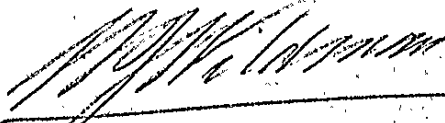
- (l) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (m) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (n) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (o) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (p) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (q) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object 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, 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
 LAURENCE ROY BATTELL 12 Pancras Lane, Queen Street, London, E.C.4. Company Director.	ONE
 WILLIAM JOHN WILDMAN 12 Pancras Lane, Queen Street, London, E.C.4. Company Director.	ONE

DATED this 15th day June, 1972

WITNESS to the above signatures -


P.C. TILBURY
12 Pancras Lane,
Queen Street,
London, E.C.4.
Company Director.

COMPANY LIMITED BY SHARES

Articles of Association

OF

CANSANTA INVESTMENTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares, and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated:-

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

- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

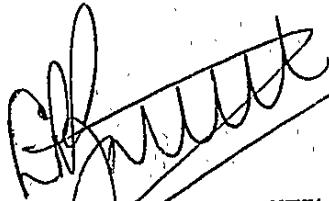
FIRST DIRECTORS

20. The number of Directors shall not be more than five but the Company in General Meeting may reduce or increase this limit. The first Directors shall be named in writing by the subscribers to the Articles of Association.

FIRST SECRETARY

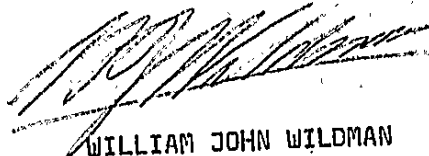
21. The first Secretary of the Company shall be LAURENCE ROY BATTELL.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



LAURENCE ROY BATTELL
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director.

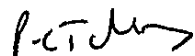


WILLIAM JOHN WILDMAN
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director.

DATED this 15th day of June, 1972

WITNESS to the above signatures -



P.C. TILBURY,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director.



CERTIFICATE OF INCORPORATION

No. 1069259

I hereby certify that

QANSANTA INVESTMENTS LIMITED

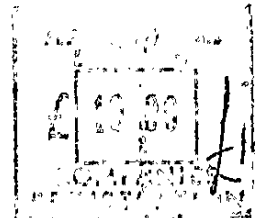
is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **1st September 1972**

N. Taylor
(N. TAYLOR)

Assistant Registrar of Companies

No. 1069259



THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

(Pursuant to Section 143 of the
Companies Act, 1948)

of

CANSANTA INVESTMENTS LIMITED

Passed 13th November, 1972

AT an Extraordinary General Meeting of the Members
of the above Company duly convened and held at 360 Canterbury
Street, Gillingham, Kent on the 13th November, 1972, the
following Special Resolution was duly passed :-

"That the name of the Company be changed to
WARDS CONSTRUCTION (LONDON) LIMITED."

F.W. Cook

Secretary





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1069259

18

I hereby certify that

CANSANIA INVESTMENTS LIMITED

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

WARDS CONSTRUCTION (LONDON) LIMITED

Given under my hand at London the **1st December 1972**

M. Taylor
(M. TAYLOR)

Assistant Registrar of Companies

12
The Companies Acts, 1948 to 1967

John H.

Company Limited by Shares

SPECIAL RESOLUTION

of

WARDS CONSTRUCTION (LONDON) LIMITED

Passed 15th December, 1972 ✓

AT an Extraordinary General Meeting of the Members of the above Company duly convened and held at 360 Canterbury Street, Gillingham, Kent, on the 15th December, 1972, the following Special Resolution was duly passed :-

That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.

X *TH* *205* X
~~XXXXXXXXXXXX~~ F.W. COOK

Secretary

15th December, 1972.

Ashurst Morris Crisp & Co
17 Throgmorton Ave
EC2

1972
8
REGISTERED

1069259

Handwritten signature

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

still Private

NEW

ARTICLES OF ASSOCIATION

of

WARDS CONSTRUCTION (LONDON) LIMITED

(Adopted by Special Resolution passed 15th December 1972)

1. GENERAL

1. The regulations contained in Table A (hereinafter referred to as "Table A") of the First Schedule of the Companies Act 1948 shall not apply to the Company, except in so far as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.

*New Cap
£100.*

2. References in these Articles to clauses of Table A shall except where otherwise indicated, refer to Clauses in Part 1 of Table A.

3. Clause 1 of Table A shall apply to the construction of these Articles.

4. The Company shall be a Private Company within the meaning of the Act, and accordingly :-

(A) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares.

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were, while in that employment, and have continued, after the determination of that employment, to be Members of the Company) is limited to 50, but so that, for the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member.

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

(D) The Company shall not have power to issue share warrants to bearer.

2. SHARE CAPITAL AND VARIATION OF RIGHTS

5. Clauses 2 and 3 of Table A shall apply.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of that class. To every such Separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall subject to the provisions of these regulations as to an adjourned meeting be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. Clauses 5 to 10 inclusive of Table A shall apply.

3. LIEN

8. Clauses 11 to 14 inclusive of Table A shall apply.

4. CALLS ON SHARES

9. Clauses 15 to 21 inclusive of Table A shall apply.

5. TRANSFER OF SHARES

10. (A) Clause 22 of Table A shall apply, save that the references therein to the execution of a transfer by or on behalf of the transferee shall apply only to an instrument of transfer of any Share not fully paid up.

(B) Clauses 23 and 25 to 28 inclusive of Table A shall apply.

6. TRANSMISSION OF SHARES

11. Clauses 29 to 32 inclusive of Table A shall apply.

7. FORFEITURE OF SHARES

12. Clauses 33 to 39 inclusive of Table A shall apply.

8. CONVERSION OF SHARES INTO STOCK

13. Clauses 40 to 43 inclusive of Table A shall apply.

9. ALTERATION OF CAPITAL

14. Clauses 44 to 46 inclusive of Table A shall apply.

10. GENERAL MEETINGS

15. Clauses 47 to 49 inclusive of Table A shall apply.

11. NOTICE OF GENERAL MEETINGS

16. Clauses 50 and 51 of Table A shall apply.

12. PROCEEDINGS AT GENERAL MEETINGS

17. Clause 52 of Table A shall apply.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in these regulations two members present in person or by proxy shall be a quorum.

19. Clause 54 of Table A shall apply.

20. Subject to the provisions of the Act, a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

21. Clauses 55 to 61 inclusive of Table A shall apply.

13. VOTES OF MEMBERS

22. Clauses 62 to 73 inclusive of Table A shall apply.

14. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

23. Clause 74 of Table A shall apply.

15. DIRECTORS

24. Until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two.

25. A Director shall not be required to hold any share qualification.

26. Any Director may, by writing under his hand, or by telegram, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled, in the absence of the Director whom he represents, to give notice of and to attend and vote at meetings of the Directors. A Director may at any time revoke the appointment of an alternate, appointed by him, and 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. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

27. Every person acting as an alternate Director shall be an officer of

the Company and he shall not be deemed to be the agent of the Director whom he represents. 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.

28. Clause 76 of Table A shall apply.

29. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

30. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary service such special remuneration for the services rendered as they may think proper.

31. A Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director and he or his firm may act in a professional capacity to the Company (otherwise than as auditor or auditors) on such terms (as to remuneration and otherwise) as the Directors may determine.

16. BORROWING POWERS

32. The Directors may exercise all the powers of the Company to borrow money, 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.

17. POWERS AND DUTIES OF DIRECTORS

33. Clauses 80 to 83 inclusive of Table A shall apply.

34. No Director, by virtue of his office, shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held

after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he do so vote his vote shall be counted and he may be reckoned for the purpose of constituting a quorum of Directors.

35. Clauses 85 and 86 of Table A shall apply.

36. The Directors may establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

18. DISQUALIFICATION OF DIRECTORS

37. Clause 88 of Table A shall apply.

19. APPOINTMENT AND REMOVAL OF DIRECTORS

38. 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.

39. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

40. Clause 96 of Table A shall apply.

41. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Clause 96 of Table A, and without prejudice to the powers of the Directors under Article 41 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

20. PROCEEDINGS OF DIRECTORS

42. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. For the purpose of reckoning the quorum, any

Director who is present by his alternate shall be deemed to be personally present regardless of whether or not his alternate is himself a Director or an alternate for any other Director. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director and has given to the Secretary notice of his absence from the United Kingdom due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. An alternate Director shall not be entitled to receive notice of meetings of the Directors except where the Director appointing him has given notice of his absence as aforesaid. A Director may, and the Secretary, on the requisition of a Director shall, at any time summon a meeting of the Directors.

43. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an Alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

44. Clauses 100 to 105 inclusive of Table A shall apply.

45. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as valid and effective as a Resolution passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

21. MANAGING DIRECTOR

46. Clauses 107 to 109 inclusive of Table A shall apply.

22. SECRETARY

47. Clauses 110 to 112 inclusive of Table A shall apply.

23. THE SEAL

48. Clause 113 of Table A shall apply.

24. DIVIDENDS AND RESERVE

49. Clauses 114 to 122 inclusive of Table A shall apply.

25. ACCOUNTS

50. Clauses 123 to 127 inclusive of Table A shall apply.

26. CAPITALISATION OF PROFITS

51. Clauses 128 and 129 of Table A shall apply.

27. AUDIT

52. Clause 130 of Table A shall apply.

28. NOTICES

53. Clauses 131 to 134 inclusive of Table A shall apply.

29. WINDING UP

54. Clause 135 of Table A shall apply.

30. INDEMNITY

55. Save and except so far as the provisions and operation of this Article shall be avoided by any provisions of the Act, every Director, Auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business, or in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LAURENCE ROY BATTELL,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director

WILLIAM JOHN WILDMAN,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director

Dated this 15th day June, 1972

WITNESS to the above signatures -

P.C. TILBURY,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director

Mem

THE COMPANIES ACTS, 1948 to 1967

WARDS CONSTRUCTION (LONDON) LIMITED

SPECIAL RESOLUTION

Passed 25th July 1973

At an Extraordinary General Meeting of the Members of the above-named Company held on the 25th day of July 1973 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

THAT the provisions of Clause 3 of the Memorandum of Association of the Company with respect to the objects of the Company be altered by:-

- (i) deleting sub-clause (a) and inserting in substitution therefor the following sub-clause:-

"(a) (i) To carry on the business of land development and to buy, take on lease, or otherwise acquire, and to sell, let on lease, or otherwise turn to account, lands and buildings and any rights and privileges connected therewith and in particular to develop any such lands by laying out, constructing and maintaining roads, sewers, drains, and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.

(ii) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed from building societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the building trade."

- (ii) inserting as sub-clause (c) the following sub-clause:-

"(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease let on hire, develop such property, or otherwise turn the same to the advantage of the Company."

- (iii) relettering sub-clauses (c) to (q) inclusive (d) to (r) respectively.

F. W. Cook

Secretary



1069259/15

~~PROPERTY~~

Land Development

Res
28/7/73

Filed in accordance with Section 9 of the European Communities Act 1972

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(Amended by Special Resolution

25th July 1973)

of

WARDS CONSTRUCTION (LONDON) LIMITED

Award

Ashurst, Morris Crisp & Co.,
17 Throgmorton Avenue,
London EC2N 2DD



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WARDS CONSTRUCTION (LONDON) LIMITED

*By Special Resolution passed 13th November 1972 the name of the Company was changed to Wards Construction (London) Limited).

1.

The name of the Company is * "Cansanta Investments 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 the business of land development and to buy, take on lease, or otherwise acquire, and to sell, let on lease, or otherwise turn to account, lands and buildings and any rights and privileges connected therewith and in particular to develop any such lands by laying out constructing and maintaining roads, sewers, drains, and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.

(b)

To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed from building societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the building trade.

To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(c)

To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d)

To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the

same or to develop, sell or assign the same or grant licences or privileges in respect thereof, or otherwise turn the same to the advantage of the Company.

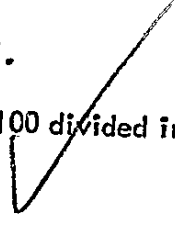
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and other and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing or, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object 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, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance to this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposit our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares taken
by each subscriber

LAURENCE ROY BATTELL
12 Pancras Lane,
Queen Street,
London, E.C.4

ONE

Company Director

WILLIAM JOHN WILDMAN
12 Pancras Lane,
Queen Street,
London, E.C.4

ONE

Company Director

Dated this day of 1973

Witness to the above signatures :

P. C. TILBURY
12 Pancras Lane,
Queen Street,
London, E.C.4

Company Director

THE COMPANIES' ACTS 1948-67
COMPANY LIMITED BY SHARES

RESOLUTION OF

WARDS CONSTRUCTION (LONDON) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 360 Canterbury Street, Gillingham, Kent on 25th January 1974 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the provisions of Clause (k) of the Memorandum of Association of the Company with respect to the borrowing powers of the Company be altered by:

(1) Deleting the wording of Clause (k) which reads:-

'To borrow or raise money in such manner as the Company thinks fit and secure a repayment thereof by the creation and issue of Debentures, Debenture Stock, Mortgages or in any other way.'

AND substitute therefor the following:-

'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, (perpetual or otherwise) raised or owing, by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation it may undertake.'

Presented by:-

Wards Construction (London) Ltd.,
360 Canterbury Street,
Gillingham,
Kent.

C. L. Pemble
C. L. PEMBLE
Secretary



No. 1069259

18
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

As amended by Special Resolutions passed 25.7.73. and 25.1.74
AND

Articles of Association

OF

WARDS CONSTRUCTION (LONDON) LIMITED

ECA. 1972



ASHURST, MORRIS, CRISP & CO.,
17, THROGMORTON AVENUE,
LONDON, E.C.2.

THE COMPANIES ACTS, 1948 to 1967

WARDS CONSTRUCTION (LONDON) LIMITED

SPECIAL RESOLUTION

Passed 25th July 1973

At an Extraordinary General Meeting of the Members of the above-named Company held on the 25th day of July 1973 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

THAT the provisions of Clause 3 of the Memorandum of Association of the Company with respect to the objects of the Company be altered by:-

- (i) deleting sub-clause (a) and inserting in substitution therefor the following sub-clause:-

"(a) (i) To carry on the business of land development and to buy, take on lease, or otherwise acquire, and to sell, let on lease, or otherwise turn to account, lands and buildings and any rights and privileges connected therewith and in particular to develop any such lands by laying out, constructing and maintaining roads, sewers, drains, and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.

(ii) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed from building societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the building trade."

- (ii) inserting as sub-clause (c) the following sub-clause:-

"(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease let on hire, develop such property, or otherwise turn the same to the advantage of the Company."

- (iii) relettering sub-clauses (c) to (q) inclusive (d) to (r) respectively.

F. W. Cook

Secretary

THE COMPANIES' ACTS 1948-67

COMPANY LIMITED BY SHARES

RESOLUTION OF

WARDS CONSTRUCTION (LONDON) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 360 Canterbury Street, Gillingham, Kent on 25th January 1974 the following Resolution was passed as a Special Resolution,

SPECIAL RESOLUTION

THAT the provisions of Clause (k) of the Memorandum of Association of the Company with respect to the borrowing powers of the Company be altered by:

(1) Deleting the wording of Clause (k) which reads:-

'To borrow or raise money in such manner as the Company thinks fit and secure a repayment thereof by the creation and issue of Debentures, Debenture Stock, Mortgages or in any other way.'

AND substitute therefor the following:-

'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, (perpetual or otherwise) raised or owing, by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation it may undertake.'

Presented by:-

Wards Construction (London) Ltd.,
360 Canterbury Street,
Gillingham,
Kent.

C. L. PEMBLE
Secretary

No. 1069259

The Companies Acts, 1948 to 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

WARDS CONSTRUCTION (LONDON) LIMITED

Passed 15th December, 1972

AT an Extraordinary General Meeting of the Members of the above Company duly convened and held at 360 Canterbury Street, Gillingham, Kent, on the 15th December, 1972, the following Special Resolution was duly passed :-

That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification signed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.

F.W. COOK

Secretary

15th December, 1972.

No. 1069259

THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

(Pursuant to Section 143 of the
Companies Act, 1948)

of

CANSANTA INVESTMENTS LIMITED

Passed 13th November, 1972

AT an Extraordinary General Meeting of the Members
of the above Company duly convened and held at 360 Canterbury
Street, Gillingham, Kent on the 13th November, 1972, the
following Special Resolution was duly passed :-

"That the name of the Company be changed to
WARDS CONSTRUCTION (LONDON) LIMITED."

F.W. Cook

Secretary

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WARDS CONSTRUCTION (LONDON) LIMITED

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n) Limited).

1. The name of the Company is * "Cansanta Investments Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To carry on the business of land development and to buy, take on lease, or otherwise acquire, and to sell, let on lease, or otherwise turn to account, lands and buildings and any rights and privileges connected therewith and in particular to develop any such lands by laying out constructing and maintaining roads, sewers, drains, and waterworks and by erecting buildings thereon and laying out parks, gardens, sports and recreation grounds and providing other amenities and conveniences.
 - (ii) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee and secure the repayment of money borrowed from building societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers and every other business connected with the building trade.
- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the

same or to develop, sell or assign the same or grant licences or privileges in respect thereof, or otherwise turn the same to the advantage of the Company.

- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and other and to guarantee the observance and performance of obligations and contracts by customers and others.
- (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, (perpetual or otherwise)
- (l) raised or owing, by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation it may undertake.
- (m) purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing or, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object 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, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance to this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposit our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares taken
by each subscriber

LAURENCE ROY BATTELL
12 Pancras Lane,
Queen Street,
London, E.C.4

ONE

Company Director

WILLIAM JOHN WILDMAN
12 Pancras Lane,
Queen Street,
London, E.C.4

ONE

Company Director

Dated this 15th day of June 1972

Witness to the above signatures :

P. C. TILBURY
12 Pancras Lane,
Queen Street,
London, E.C.4

Company Director

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WARDS CONSTRUCTION (LONDON) LIMITED

I. GENERAL

1. The regulations contained in Table A (hereinafter referred to as "Table A") of the First Schedule of the Companies Act 1948 shall not apply to the Company, except insofar as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.
2. References in these Articles to Clauses of Table A shall, except where otherwise indicated, refer to Clauses in Part I of Table A.
3. Clause 1 of Table A shall apply to the construction of these Articles.
4. The Company shall be a Private Company within the meaning of the Act, and accordingly :-
 - (A) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of the shares.
 - (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were, while in that employment, and have continued, after the determination of that employment, to be Members of the Company) is limited to 50, but so that, for the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member.
 - (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.
 - (D) The Company shall not have power to issue share warrants to bearer.

II. SHARE CAPITAL AND VARIATION OF RIGHTS

5. Clauses 2 and 3 of Table A shall apply.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of that class. To every such Separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall subject to the provisions of these regulations as to an adjourned meeting be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. Clauses 5 to 10 inclusive of Table A shall apply.

III. LIEN

8. Clauses 11 to 14 inclusive of Table A shall apply.

IV. CALLS ON SHARES

9. Clauses 15 to 21 inclusive of Table A shall apply.

V. TRANSFER OF SHARES

10. (A) Clause 22 of Table A shall apply, save that the references therein to the execution of a transfer by or on behalf of the transferee shall apply only to an instrument of transfer of any Share not fully paid up.

(B) Clauses 23 and 25 to 28 inclusive of Table A shall apply.

VI. TRANSMISSION OF SHARES

11. Clauses 29 to 32 inclusive of Table A shall apply.

VII. FORFEITURE OF SHARES

12. Clauses 33 to 39 inclusive of Table A shall apply.

VIII. CONVERSION OF SHARES INTO STOCK

13. Clauses 40 to 43 inclusive of Table A shall apply.

IX. ALTERATION OF CAPITAL

14. Clauses 44 to 46 inclusive of Table A shall apply.

X. GENERAL MEETINGS

15. Clauses 47 to 49 inclusive of Table A shall apply.

XI. NOTICE OF GENERAL MEETINGS

16. Clauses 50 and 51 of Table A shall apply.

XII. PROCEEDINGS AT GENERAL MEETINGS

17. Clause 52 of Table A shall apply.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided in these regulations two members present in person or by proxy shall be a quorum.

19. Clause 54 of Table A shall apply.

20. Subject to the provisions of the Act, a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

21. Clauses 55 to 61 inclusive of Table A shall apply.

XIII. VOTES OF MEMBERS

22. Clauses 62 to 73 inclusive of Table A shall apply.

XIV. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

23. Clause 74 of Table A shall apply.

XV. DIRECTORS

24. Until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two.

25. A Director shall not be required to hold any share qualification.

26. Any Director may, by writing under his hand, or by telegram, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled, in the absence of the Director whom he represents, to give notice of and to attend and vote at meetings of the Directors. A Director may at any time revoke the appointment of an alternate, appointed by him, and 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. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

27. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. 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.

28. Clause 76 of Table A shall apply.



29. A Director may be or become a Director or other officer, of or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

30. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary service such special remuneration for the services rendered as they may think proper.

31. A Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director and he or his firm may act in a professional capacity to the Company (otherwise than as auditor or auditors) on such terms (as to remuneration and otherwise) as the Directors may determine.

XVI. BORROWING POWERS

32. The Directors may exercise all the powers of the Company to borrow money, 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.

XVII. POWERS AND DUTIES OF DIRECTORS

33. Clauses 80 to 83 inclusive of Table A shall apply.

34. No Director, by virtue of his office, shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be sufficient declaration of interest in relation to

such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he do so vote his vote shall be counted and he may be reckoned for the purpose of constituting a quorum of Directors.

35. Clauses 85 and 86 of Table A shall apply.

36. The Directors may establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

XVIII. DISQUALIFICATION OF DIRECTORS

37. Clause 88 of Table A shall apply.

XIX. APPOINTMENT AND REMOVAL OF DIRECTORS

38. No person shall be or become incapable or 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.

39. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

40. Clause 96 of Table A shall apply.

41. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Clause 96 of Table A, and without prejudice to the powers of the Directors under Article 41 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

XX. PROCEEDINGS OF DIRECTORS

42. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. For the purpose of reckoning the quorum, any Director who is present by his alternate shall be deemed to be personally present regardless of whether or not his alternate is himself a Director or an alternate for any other Director. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director and has given to the Secretary notice of his absence from the United Kingdom due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. An alternate

Director shall not be entitled to receive notice of meetings of the Directors except where the Director appointing him has given notice of his absence as aforesaid. A Director may, and the Secretary, on the requisition of a Director shall, at any time summon a meeting of the Directors.

43. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an Alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

44. Clauses 100 to 105 inclusive of Table A shall apply.

45. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as valid and effective as a Resolution passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

XXI. MANAGING DIRECTOR

46. Clauses 107 to 109 inclusive of Table A shall apply.

XXII. SECRETARY

47. Clauses 110 to 112 inclusive of Table A shall apply.

XXIII. THE SEAL

48. Clause 113 of Table A shall apply.

XXIV. DIVIDENDS AND RESERVE

49. Clauses 114 to 122 inclusive of Table A shall apply.

XXV. ACCOUNTS

50. Clauses 123 to 127 inclusive of Table A shall apply.

XXVI. CAPITALISATION OF PROFITS

51. Clauses 128 and 129 of Table A shall apply.

XXVII. AUDIT

52. Clause 130 of Table A shall apply.

XXVIII. NOTICES

53. Clauses 131 to 134 inclusive of Table A shall apply.

XXIX. WINDING UP

54. Clause 135 of Table A shall apply.

XXX. INDEMNITY

55. Save and except in so far as the provisions and operation of this Article shall be avoided by any provisions of the Act, every Director, Auditor, officer or servant of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business, or in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

LAURENCE ROY BATTELL,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director

WILLIAM JOHN WILDMAN,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director

Dated this 15th day of June, 1972

WITNESS to the above signatures ;

P.C. TILBURY,
12 Pancras Lane,
Queen Street,
London, E.C.4.

Company Director