

Number of
Company }

1082975

Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

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

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

Insert the
Name of the
Company

WOODEND C.I. PLANT SALES

LIMITED

Presented by

Presentor's Reference JG/3925/MPB

Coward Chance,

Royex House,

Aldermanbury Square,

London, EC2V 7LD.

I, Michael Robert Mathews
of Royex House, Aldermanbury Square, London, EC2V 7LD

Do solemnly and sincerely declare that I am ^(a) Solicitor in the

Supreme Court engaged in the formation

of WOODEND C.I. PLANT SALES

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 Royex House,

Aldermanbury Square,

London, EC2V 7LD

the 22nd day of September

one thousand nine hundred and

seventy two

Before me,

Lawrence E. Jones

A Commissioner for Oaths ^(b)

(b) Or
"Notary Public or
Justice of the
Peace, as the case
may be".

Number of
Company

1082975/2

Form No. 25

50

STATEMENT OF THE NOMINAL CAPITAL

OF

WOODEND C.I. PLANT SALES

LIMITED

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



THE NOMINAL CAPITAL of the above named Company is £100

Signature

Description Solicitors engaged in the formation

Dated the 7th day of November 1972

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence 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

Presenter's Reference JG.3925/MPB

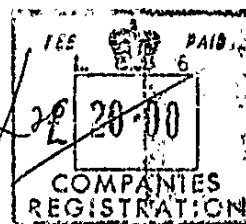
Coward Chance,

Royex House, Aldermanbury Square,

London, EC2V 7LD.

1082975

~~1082975~~



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

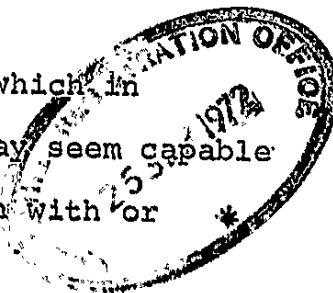
WOODEND C.I. PLANT SALES LIMITED

1. The name of the Company is WOODEND C.I. PLANT SALES 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 all or any of the following businesses namely:-

Buyers, sellers, installers, importers, exporters, manufacturers, distributors, renters, repairers, services of and dealers (both wholesale and retail) in light and heavy industrial and agricultural machinery, equipment, appliances, plant, apparatus, fittings, accessories, components, tools and products of all kinds and of every description; electrical, mechanical, motor, power and general engineers, installation contractors and service agents and consultants on the manufacture and sale of light and heavy industrial and agricultural machinery and equipment of every description.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or



as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To manufacture, buy, sell, and generally deal in any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any

rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.

(H) To purchase or otherwise acquire all or any part of the business, property and liabilities of (i) any company carrying on any business within the objects of the Company or (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind up, any such business.

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

(J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or debenture stock of any company 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.

(K) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(L) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of notes, debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(M) To stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium

of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of any such holding company

(N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.

(P) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain any provisional order of the Department of Trade and Industry, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(Q) To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying

on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(R) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees or ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

(S) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any useful object of a public or general nature.

(T) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(U) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.

(V) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or

for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(W) To remunerate in such manner as may be thought expedient any person, firm or company rendering services to the Company or in or about its formation or promotion.

(X) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferable or negotiable instruments.

(Y) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(Z) To procure the Company to be registered in any country or place outside Great Britain.

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

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

(CC) To pay all costs, charges and expenses incurred

or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide sense as if each defined the objects of a separate and distinct 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.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or

otherwise as the Company may from time to time determine.
Subject to the provisions of Section 72 of the Companies
Act 1948, the rights and privileges attached to any of
the shares of the Company may be modified, varied, abrogated
or dealt with in accordance with the provisions for the
time being of the Company's Articles of Association.

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)

Michael Peter Bray
Rogex House
Aldermarbury Square
London EC2V 7LD
Solicitor

One

John Hilary Montlock Each
Rogex House aforesaid
Solicitor

One

DATED the twenty-first day of September

1972

Witness to the above Signatures:-

Richard Mame
Solicitor
Rogex House
Aldermarbury Square
London EC2V 7LD

kjb/ OB.

11.

1082975/4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WOODEND C.I. PLANT SALES LIMITED

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes

from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

4. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. No member of the Company may transfer any share to any person without the prior written consent of all of the other members of the Company and the Directors shall decline to register any transfer in respect of which such consent has not been obtained. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive

notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 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 herein otherwise provided two members present in person or by proxy and together holding not less than 50% of the issued shares in the company shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be not less than two nor more than twelve.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A

POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, 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. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or

indirectly interest in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

10.03 Unless so authorised by a resolution of the Directors no Director other than the Managing Director shall have power to sign on behalf of the Company or otherwise enter into commitments or obligations on behalf of the Company.

APPOINTMENT OR AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959, of exercising his functions as director, or
- (d) resigns his office by written notice to the Company, or
- (e) has for more than six months been absent from the meeting of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place, or
- (f) is served with written notice to resign signed by all his co-directors, or
- (g) is served with written notice to resign

signed by or on behalf of a member or members having the right to attend and vote at any general meeting and holding not less than 95 per cent in nominal value of the shares giving that right.

11.02 There shall be no retiring age for Directors and section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct

the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

12.08 An appointment of an alternate for any of the first Directors made by the subscribers of the memorandum of association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally or a person approved by the Directors.

PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be three. In the absence of his appointor, an alternate Director present at a meeting of Directors

may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration,

which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael Peter Bray
Rogee House
Aldermanbury Square
London EC2V 7LD
Solicitor

John Hilary Mortlock East
Rogee House aforesaid
Solicitor

DATED the twenty - first day of September 1972

Witness to the above Signatures:-

Richard Mann
Solicitor
Rogee House
Aldermanbury Square
London EC2V



CERTIFICATE OF INCORPORATION

No. 1082975

I hereby certify that

WOODEND C.I. PLANT SALES 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

21st November 1972

A handwritten signature in ink, appearing to be 'M. J. Taylor', written over a faint, circular official stamp.

Assistant Registrar of Companies

1082715. / 9

THE COMPANIES ACTS 1948 & 67

ORDINARY RESOLUTION

of

WOODEND C.I. PLANT SALES LIMITED

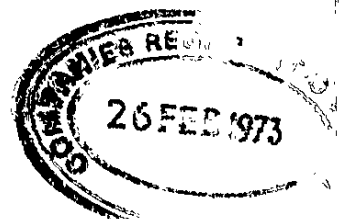
At an Extraordinary General Meeting of the Company held on the 6th day of February 1973 the following resolution was passed as an Ordinary Resolution:-

RESOLUTION

THAT the authorised share capital of the Company be and it is hereby increased to £100,000 by the creation of a further 99,900 shares of £1 each.



CHAIRMAN



GEORGE CHANCE

No. of Company 1082975

Form No. 10/10A

THE COMPANIES

Notice and Statement* of Increase in Nominal Capital

THE REGISTRAR OF COMPANIES

WOODEND C PLAIN SALES

Limited, hereby gives you notice, pursuant to section 63 of the Companies Act 1948
that by a Ordinary Resolution of the Company dated
Sixth day of February 1973 the nominal capital of the
Company has been increased by the addition thereto of the sum of £99,900
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares

Class of Share

99,900

Nominal
of each

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

shares ranking pari passu with existing shares

Signature

State whether Director
or Secretary

Dated the 6 day of FEB. 1973

Presented by

Presentor's Reference JG.3925/MPB

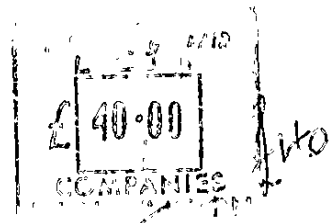
Coward Chance,

Royex House, Aldermanbury Square,

London, EC2V 7LD.

23 FEB 1973

Company number 1082975/14



THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of


WOODEND C.I. PLANT SALES LIMITED

Passed on 27th March, 1975

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 76, Shoe Lane, London EC4A 3JB on 27th March, 1975 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company.

THAT with the consent of the Registrar of Companies the name of the Company be changed to C. ITOH PLANT SALES (UK) LIMITED.

*for Itoh Limited
(Secretaries)
T. S. Woodman
Director*





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1082975

/15

I hereby certify that

WOODEND C.I. PLANT SALES LIMITED

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

C. ITOH PLANT SALES (UK) LIMITED

Given under my hand at London the **1ST MAY 1975**

N. TAYLOR

Assistant Registrar of Companies

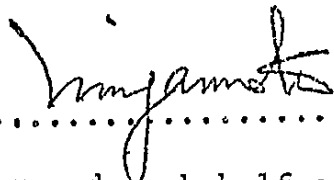
~~Ordinary~~
~~Resolutions~~

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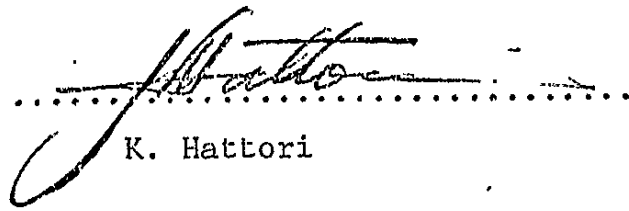
C. Itoh Plant Sales (U.K.) Limited

WRITTEN RESOLUTION OF THE MEMBERS of the above named Company under the provisions of Article 6 of the Company's Articles of Association.

RESOLVED THAT the capital of the Company be increased to £300,000 by the creation of 200,000 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.



For and on behalf of C. Itoh & Co. Ltd.



K. Hattori

10th October, 1977.



15/12

Form No. 10

No. of Company..... 1082975 / 20

THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

C. ITOH PLANT SALES (U.K.) LIMITED

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Written Ordinary Resolution of the Company dated the
10th day of October 1977 the nominal capital of the
Company has been increased by the addition thereto of the sum of £200,000
beyond the registered capital of £ 100,000


The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
200,000	Share	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

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

To rank pari passu in all respects with the existing
shares in the capital of the Company.

Signature C. F. Swain 

State whether ~~Director~~ } Secretary of Mithras
or Secretary } Limited Secretary

Dated the 17 day of October 1977

Presented by Coward Chance,

Presenter's Reference.....W. 24.32/RDH

Royex House, Aldermanbury
Square, London EC2V 7LD



1082945 *enc*

THE COMPANIES ACTS 1948 to 1980

C.ITCH PLANT SALES (UK) LIMITED

35

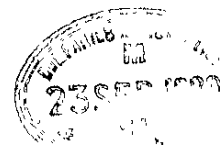
SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company held
at 24 Kingsland Grange Woolston Warrington on
Monday, 22nd September 1980 the following
resolution was duly passed as a SPECIAL RESOLUTION:-

That the name of the Company be changed
to "C.H. Beazer (Plant Sales) Limited".

[Signature]
.....

DIRECTOR



*Not West
201808*

£40



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1032975

36

I hereby certify that

C. H. DEAZER (PLANT SALES) LIMITED

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

C. H. DEAZER (PLANT SALES) LIMITED

Given under my hand at Cardiff the 7TH OCTOBER 1980



E. A. WILSON

Assistant Registrar of Companies

APlease do not
write in this
binding margin**THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference
date given during the course of an
accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

3Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

148

1082975

Name of company

C.H. BEAZER (PLANT SALES)

Limited*

*delete if
inappropriate**Note**Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 6

†delete as
appropriate

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

Day Month Year

3 0 0 6 1 9 8 3

*See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

†delete as
appropriate

The company is a [subsidiary] [holding company] of C.H. BEAZER (HOLDINGS) PLC

, company number 933387

the accounting reference date of which is 30.06

§delete as
appropriate

Signed

[Director] [Secretary] §Date 8th April 1982

Presenter's name, address and
reference (if any):C.H. BEAZER (HOLDINGS) PLC
2 Midland Bridge Road,
Bath BA2 3EY.For official use
General section

Post room



Company No. 1082975

155

THE COMPANIES ACTS 1948 TO 1980.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION .

of

C.H. BEAZER (PLANT SALES) LIMITED
(passed 1st October 1980)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 1st October 1980 the following resolution was passed as SPECIAL RESOLUTION:-

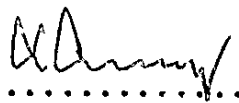
RESOLUTION

THAT:-

- a) The Authorised Share Capital be increased by £50,000 by the creation of fifty thousand ordinary shares of £1 each.
- b) for the purpose of Section 14 of the Companies Act 1980 (and so that expressions used in this resolution shall bear the same meanings as in the said Section) the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £200,000 to such persons at such time and on such terms as they think proper during the period expiring at the end of one year from the date of this resolution; and that the Directors be and they are



hereby empowered to make allotments of equity securities
(as defined in Section 17(11) of the Companies Act 1980)
pursuant to the general authority hereby conferred as
if Section 17(1) of the Companies Act 1980 did not apply
to any such allotment.


.....

Mr. B.C. Beazer

(CHAIRMAN)

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

56

1082975

Name of Company

C.H. BEAZER (PLANT SALES)

Limited*

*delete if
inappropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~~~extraordinary~~ [special]† resolution of the company dated 1ST OCTOBER 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 50,000 beyond the registered capital of £ 300,000†delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
50,000	ORDINARY	£1

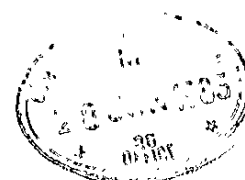
(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf
☐
†delete as
appropriate

Signed

[Director] [Secretary]‡ Date 9/10/83

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

Post room



NO 1082975 / 58

THE COMPANIES ACTS 1948 TO 1981

Special Resolution

of

C. H. BEAZER (PLANT SALES) LIMITED

Passed on 14th April 1983

At an Extraordinary General Meeting of the above named Company duly convened and held at 2 Midland Bridge Road Bath on 14th April 1983 the following was passed as a Special Resolution:-

"That the Authorised Share Capital of the Company be and is hereby increased from £350,000 to £1,350,000 by the creation of 1,000,000 Ordinary Shares of £1 each"



Chairman



Company No. 1062975

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

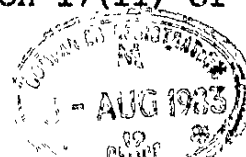
C.H. BEAZER (PLANT SALES) LIMITED
(passed 14th April 1983)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 14th April 1983 the following resolution was passed as SPECIAL RESOLUTION:-

RESOLUTION

THAT:-

- a) The Authorised Share Capital be increased by £1,000,000 by the creation of one million ordinary shares of £1.00 each.
- b) for the purpose of Section 14 of the Companies Act 1980 (and so that expressions used in this resolution shall bear the same meanings as in the said Section) the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £1,000,000 to such persons at such time and on such terms as they think proper during the period expiring at the end of one year from the date of this resolution; and that the Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 17(11) of the



Companies Act 1980) pursuant to the general authority hereby conferred as if Section 17(1) of the Companies Act 1980 did not apply to any such allotment.

..... *B. C. Beazer* Mr. B. C. Beazer. .

(CHAIRMAN)

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding margin



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

To the Registrar of Companies

For official use Company number

57

1082975

Name of Company

C. H. BEAZER (PLANT SALES) LIMITED

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~
~~extraordinary~~ [special] resolution of the company dated 14th April, 1983

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 1,000,000 beyond the registered capital of £ 350,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
1,000,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: *to be decided.*

Please tick here if
continued overleaf

☐

Signed

[Director] [Secretary]† Date 19/5/83

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

For official use
General section

55

Post room



Company No. 1082975

59

12/10 ~

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

C.H. BEAZER (PLANT SALES) LIMITED
(passed 14th April 1983)

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 14th April 1983 the following resolution was passed as SPECIAL RESOLUTION:-


RESOLUTION

THAT:-

- a) The Authorised Share Capital be increased by £1,000,000 by the creation of one million ordinary shares of £1.00 each.
- b) for the purpose of Section 14 of the Companies Act 1980 (and so that expressions used in this resolution shall bear the same meanings as in the said Section) the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £1,000,000 to such persons at such time and on such terms as they think proper during the period expiring at the end of one year from the date of this resolution; and that the Directors be and they are hereby empowered to make allotments of equity securities (as defined in Section 17(11) of the



Companies Act 1980) pursuant to the general authority hereby conferred as if Section 17(1) of the Companies Act 1980 did not apply to any such allotment.


..... Mr.B.C. Beazer. .
(CHAIRMAN)

KPMG Peat Marwick McLintock

Linacre House
Southernhay East
Exeter EX1 1UG

Telephone (0392) 211601
Telex 946240 CWEASY G
Ref 19013905
Telefax (0392) 221654
Easylink 19013905

10829115
/m

The Company Secretary
C.H. Beazer (Plant Sales) Limited
B M House
Bumpers Way
Chippenham
Wilts
SN14 6LN

Your ref

Your ref: RARH/DRM/LF

29 April 1987

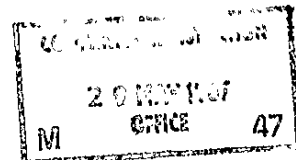
Dear Sir,

Under the provisions of Section 390 Companies Act 1985, we wish to tender our resignation as auditors to the company with immediate effect.

We advise that there are no circumstances connected with our resignation which should be brought to the attention of the members or creditors of the company.

Yours faithfully,

Peat Marwick McLintock



Member firm of
PricewaterhouseCoopers

The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock,
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection.

1082415

SPECIAL RESOLUTION
OF
C.H. BEAZER(PLANT SALES) LTD

Passed 12th October,1987

At an extraordinary General Meeting duly convened and held at
36 Castlefields Bridgwater the following special resolution was
passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company be ammended as:-

The Registered Name of the Company be changed to

Plant Sales (B M) Limited.

D. A. Trunks

D. A. TRUNKS
Secretary.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1082975

I hereby certify that

C.H. BEAZER (PLANT SALES) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

PLANT SALES (B M) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 20 NOVEMBER 1987

Witness my hand and the Seal of the Companies Registration Office at Cardiff this 20th day of November 1987

an authorised officer

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

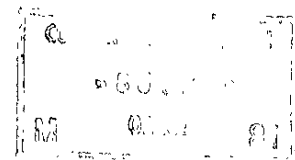
C.H. BEAZER (PLANT SALES) LIMITED

(Passed 12th October, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 12 day of October, 1987 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

- (1) THAT paragraphs (B) to (Z) and (AA) and thereafter to the end of Clause 3 of the Company's Memorandum of Association be deleted and that there be substituted therefor the following paragraphs:-
- "(B) To manufacture, buy, sell, treat, prepare for markets and deal in all kinds of plant, machinery, tools, utensils, products, materials, articles and things necessary or useful for carrying on any of the above businesses or operations or usually dealt in by persons engaged therein, and to carry on or do any other business (manufacturing or otherwise) or things which may seem to the Company capable of being conveniently carried on or done in connection with any of the above specified businesses or operations, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (C) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on or possessed of property and suitable for this Company.
- (D) To promote any other company or companies for the purpose of its or their acquiring all or any of the properties or liabilities of this Company, or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares and securities of any such company and to guarantee the payment of any debentures or other securities issued by any such Company.
- (E) To take or otherwise acquire and hold shares in any other company having objects altogether or in any part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (F) To enter into any arrangement for sharing profits, union of interest or otherwise, with any person, firm or company carrying on, or engaged in or about to carry on or to engage in any business or transaction which this Company is authorised to carry



on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue or otherwise deal with the same.

- (G) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings or real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, patents, easements, machinery, plant and stock-in-trade.
- (H) To pay, either in cash, shares or otherwise, as may be deemed expedient for any business, patents or property acquired by the Company.
- (I) To construct, alter, maintain, and manage manufactories, warehouses, stores, buildings and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests.
- (J) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.
- (K) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (L) To distribute any of the property of this Company among the Members in specie, but so that no distribution amounting to a reduction of capital be made except in manner required by law without the sanction of Court if requisite.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (N) To establish and maintain branches or agencies and to discontinue or regulate any such branches or agencies.
- (O) To apply for purchase, or otherwise acquire any patent or other rights or inventions, concessions, licences, copyrights and secret processes which may be useful for the Company's objects, to grant licences, to use the same, and to make or assist or employ others to make researches and experiments for the purpose of perfecting, improving or inventing any machinery, processes, or modes of manufacture which might prove beneficial to the Company in the carrying on of any business.
- (P) To invest and deal with the moneys of the Company not immediately required on such securities or investment, and in such manner as may from time to time be determined.
- (Q) To borrow or raise or secure the payment of money as the Company shall think fit, and in particular by the issue of debentures or

debenture stock perpetual or otherwise charged upon or otherwise by mortgage or charge of all or any of the Company's property, both present and future, including its uncalled capital, and to redeem or pay off any such securities.

- (R) To support and subscribe to any charitable or public object, and to any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business - to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or, to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
 - (S) To sell, improve, manage, develop, exchange, lease, accept surrenders of leases or mortgages, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
 - (T) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company, or in or about the promotion of the Company or the conduct of its business.
 - (U) To give credit to or become surety or guarantor for any person or company and give to all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and dividends and interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof or another subsidiary as defined by the said section of the Company's holding company or a subsidiary of the Company or otherwise associated with the Company in business.
 - (V) To do all such other things as are incidental or conducive to the attainment of the above objects."
- (2) THAT the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

..........
CHAIRMAN

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(adopted by Special Resolution passed 12th October 1987)

-of-

C.H. BEAZER (PLANT SALES) LIMITED
Incorporated the 21st day of November 1972

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in or made applicable by Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company but in the case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.

INTERPRETATION

2. In these presents, if not inconsistent with the subject or context, the masculine shall include the feminine, the singular shall include the plural and vice versa.

3. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted.

4. The following definitions shall be inserted after the definition of "the United Kingdom" in Table A.

"Company"	means C.H. BEAZER (PLANT SALES) LIMITED.
"Group"	means BM GROUP PLC and its subsidiary companies for the time being including the Company.
"These presents"	means these Articles of Association, as originally framed, or as from time to

	time altered by Special Resolution.
"Month"	means calendar month.
"Year"	means calendar year.
"In writing"	means written or produced by any substitute for writing, or partly one and partly another.
"Dividend"	means dividend and/or bonus.
"Paid"	means paid or credited as paid.

The expressions "debenture" and "debenture-holder" shall include "debenture stock" and "debenture stockholder".

The expression "person" shall include "corporation" or "company".

All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" shall be construed accordingly.

RESTRICTIONS UPON APPLICATION OF FUNDS

5. Except to the extent permitted by the Act, no part of the funds of the Company shall be employed in the subscription for or purchase of or in loans upon the security of shares in the Company or in any company which is its holding company, nor shall the Company directly or indirectly give any financial assistance for the purpose of or in connection with a subscription for or purchase of such shares or make any loan to any of the Directors or to any director of any company which is its holding company or enter into any guarantee or provide any security in connection with any such loan.

CAPITAL

6. The share capital of the Company at the date of the adoption of these Articles is £100,000 divided into 100,000 Ordinary Shares of £1 each.

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period, and may charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant.

VARIATION OF RIGHTS

8. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him.

9. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

10. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by Ordinary Resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such preferential, deferred, qualified or ~~other~~ special rights or privileges (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise as the General Meeting resolving upon such increase may direct. Subject to any directions made by the Company when resolving on the increase of capital any new shares shall be at the disposal of the Directors in accordance with Article 12 of these Articles.

11. All new shares shall be subject to the provisions of these presents with reference to allotment, payment of calls, lien,

transfer, transmission, forfeiture and otherwise.

SHARES

12. Save as the Company may by Ordinary Resolution otherwise direct, the unissued shares in the Company shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.

13. The Company may exercise the powers of paying commissions conferred by the Act. The rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid are issued. The Company may also on any issue of shares pay such brokerage as may be lawful.

14. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class, or upon payment of such sum not exceeding 5p for every certificate after the first as the Directors shall from time to time determine, several certificates each for one or more of his shares of any one class.

CALLS ON SHARES

15. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times, provided that no call on any shares shall exceed one-fourth of the aggregate of the nominal value of the share and any premium which may be payable thereon or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 12 per cent. per annum as the Directors determine but the Directors shall be at liberty to waive payment of such interest wholly or in part.

17. The Directors may, if they think fit, receive from any member

willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payment in advance of calls shall extinguish so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate (not exceeding 10 per cent. per annum) as the member paying such sum and the Directors agree upon.

18. Any notice given pursuant to Regulation 18 of Table A shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where payment required by the notice is to be made and Regulation 18 of Table A shall be amended accordingly.

19.(A) A member whose shares have been forfeited or surrendered shall cease to be a member in respect of such shares, but shall, notwithstanding the forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at 10 per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of such shares at the time of forfeiture or surrender.

(B) A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share.

20. The Company shall have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of

such member or his estate and any other person, whether a member of the Company or not.

TRANSFER OF SHARES

21. Any instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

22. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

23. No fee shall be charged on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice or other instrument relating to or affecting the title to any shares.

24. The Company shall be entitled to destroy all instruments of transfer of shares which have been registered at any time after the expiration of six years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of three years from the date of such cancellation or cessation and all notifications of change of name or address after the expiration of one year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

(i) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.

(ii) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled.

(iii) References herein to the destruction of any document include references to the disposal thereof in any manner.

25. In the case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors

or administrators of the deceased or in the case of the death of a holder of less than 100 shares if no executor or administrator shall have been appointed the person who shall be entitled under the deceased's will or on his intestacy where the deceased was the sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of the deceased holder (whether sole or joint) from any liability in respect of any share held by him.

26. Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share and should he fail either to transfer the share or to elect to be registered as a member in respect thereof within sixty days of being required so to do by the Directors, he shall, in the case of shares which are fully paid up, be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK

27. The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination.

28. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.

29. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital) shall be conferred by any amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

GENERAL MEETINGS

30. An Annual General Meeting shall be held once in every year,

at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

31.(A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

(B) In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

32. Routine business shall mean and include any business transacted at an Annual General Meeting of the following classes, that is to say:-

(A) Declared dividends;

(B) Reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet;

(C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed;

(D) Appointing Directors in the place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.

33. The Directors shall on the requisition of members in accordance with the provisions of the Act, but subject as therein provided:-

(A) Give to the members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting.

(B) Circulate to the members entitled to have notice of any General Meeting any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. 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. Three members present in person or by proxy, or being corporations present by a representative, shall be a quorum for all purposes and Regulation 40 of Table A shall be amended accordingly.

35. If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present (if more than one) shall be a quorum.

36. The Chairman of the Directors, failing whom the Deputy-Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy-Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of the number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be Chairman of the meeting and Regulation 42 of Table A shall be amended accordingly.

37. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting and Regulation 45 of Table A shall be amended accordingly.

38. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either:-

(A) the Chairman of the meeting; or

(B) not less than three members present in person or by proxy and entitled to vote; or

(C) a member or members present in person or by proxy and

representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been called up and paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

39. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

40. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any other rights conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company remains unpaid or if he or any person appearing to be interested in shares held by him has been served with a notice under Section 212 of the Act and has failed to supply to the Company the information thereby required within 42 days from service of such notice. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said Section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification) and any other relevant Section 212 notification the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

41. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

42. A proxy need not be a member of the Company.

43. An instrument appointing a proxy shall be in writing in the

usual common form or in any other form which the Directors may accept and

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by any attorney or duly authorised officer of the corporation

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

44. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

CORPORATIONS ACTING BY REPRESENTATIVES

45. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

46. Subject as hereinafter provided, the Directors shall not be less than three nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors subject to the provisions of the Act and Regulation 64 of Table A shall be amended accordingly.

47. No Director shall be required to retire or vacate his office of Director, nor shall any person be ineligible for appointment, election or re-appointment or re-election by reason of his having attained the age of 70 years or any other age, and section 293 of the Act shall not apply to the Company.

48. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

49. Each Director and the Chairman of the Directors shall be paid such fees as shall be determined from time to time by the Directors but the rate of payment of such fees shall not exceed the rate of £1,000 per annum (plus Value Added Tax thereof if applicable) for each Director and £1,500 per annum (plus Value Added Tax thereon if applicable) for the Chairman of the

Directors. The Directors may also be paid by way of additional fees such further sums as the Company in General Meeting may from time to time determine, and any such additional fees shall be divided amongst the Directors as they shall agree or in default of agreement equally.

50. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid in addition to any Director's fees to which he may be entitled under Article 49 such remuneration by way of salary, percentage of profits or otherwise, as the Directors may determine.

51. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director, whether or not he has held any other salaried office or place of profit with the Company, or to any other person in respect of any Director or any ex-Director, and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

52.(A) A Director may be appointed by the Board to any other office or place of profit under the Company, except that of Auditor, for such period, on such terms and at such remuneration (by way of salary, commission, participation in profits, pension, superannuation or otherwise) as the Board of Directors may determine, and such remuneration shall be charged as part of the Company's ordinary working expenses.

(B) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into on behalf of the Company in which any Director is in any way directly or indirectly interested be liable to 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, but the nature of his interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken in consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement then at the next meeting of the Board of 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, then at the first meeting of the Board held after he becomes so interested. A general notice in writing given to the Board of Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in

any contract which may thereafter be made with the Company or firm, shall (if such Director shall give the same at a meeting of the Board of Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Board of Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

(C) A Director shall in addition to those cases envisaged by Regulation 94 of Table A (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely any proposal concerning any other company in which he is interested directly or indirectly and whether as an officer or shareholder or otherwise howsoever, but is not the holder of or beneficially interested in 1 per cent. or more of the issued shares of any class of such company or of any third company through which his interest is derived or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances).

(D) If any question shall arise at any meeting as to the materiality of a Directors's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fully disclosed.

(E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

53. 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 or his firm to act as Auditor to the Company.

54. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, commission, participation in profits, pension, superannuation or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The Board may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as it may think fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them directors of such company, or voting or providing for

the payment of remuneration to the directors of such company).

EXECUTIVE AND ALTERNATE DIRECTORS

55. The Appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

56. Any Director may in writing appoint any person who is approved by the majority of the Directors to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Director and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

57. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

58. In addition to the circumstances envisaged by Regulation 81 of Table A the office of a Director shall be vacated in any of the following events, namely:-

- (A) If he ceases to be a Director by virtue of section 291 of the Act.
- (B) If he is removed from office as provided in Article 62.
- (C) If he shall be requested to resign by notice in writing left at the office signed by all the other Directors for the time being.

59. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless

the default is due to the moving of a resolution in contravention of the next following Article.

60. A motion for the appointment of two or more persons as Directors by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.

61. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless, not less than seven nor more than forty-two days before the day appointed for the meeting, there shall have been left at the office notice in writing signed by some member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected and Regulation 76 of Table A shall be amended accordingly.

62. The Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provisions of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by a like resolution appoint another person, who shall be named in the special notice of such resolution and who shall have signed a notice in writing left at the office expressing his willingness to be elected, in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Director as a casual vacancy.

63. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

64. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General

Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

65. The Directors may elect a Chairman and Deputy-Chairman and determine the period for which each is to hold office. If no Chairman or Deputy-Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

ASSOCIATE DIRECTORS

66.(A) The Directors may from time to time appoint any manager or other officer or person in the employ of the Company or any subsidiary company of the Company to be an Associate Director of the Company. Any Associate Director so appointed may be removed by resolution of the Directors at any time and without the giving of any reason or any notice in that behalf.

(B) An Associate Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.

(C) An Associate Director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the Directors.

(D) The appointment, continuance in office, removal, powers, duties and remuneration of the Associate Directors or any of them shall be determined by the Directors.

(E) An Associate Director shall not be entitled to exercise any of the powers, duties or rights of the Directors individually or collectively, and except with and to the extent sanctioned by the Directors shall not:-

(1) have any right of access to the books of the Company;

(2) be entitled to receive notice of or to attend at the meetings of the Directors.

BORROWING POWERS

67. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the

Company in relation to its subsidiary companies (if any) so as to procure (as regards subsidiary companies so far as by such exercise they can procure) that the aggregate principal amount for the time being remaining undischarged of all moneys borrowed by the Group (exclusive of inter Group borrowings) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed three times the aggregate of:-

(A) the amount paid up or credited as paid up on the share capital of the Company; and

(B) the amount standing to the credit of the consolidated reserves of the Company and its subsidiary companies (including any share premium account but excluding any reserves for taxation and after deducting any amount standing to the debit for the time being of any profit and loss account) as shown by the latest audited consolidated balance sheet of the Group adjusted as may be necessary in respect of any variation of paid-up capital effected or any distribution made or any shares transferred (otherwise than a transfer between the Company and/or any of its subsidiaries) since the date of such balance sheet and so that for this purpose capital allotted shall be treated as issued and any capital already called up or payable at any fixed future date shall be treated as being paid up and if any proposed issue of share capital has been underwritten then such share capital shall be deemed to have been issued and the amount (including any premium) of the subscription moneys payable in respect thereof (not being moneys payable later than six months after the date of the allotment) shall to the extent of the underwriter's liability thereon be deemed to have been paid up on the date when the issue of the shares became unconditionally underwritten.

For the purposes of the said limit the issue of loan capital shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash. No such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and outstanding and so applied within sixty days of the borrowing thereof notwithstanding that the same may result in such limit being exceeded. Notwithstanding the provisions of this Article, no person dealing with the Company shall be concerned to see or inquire whether this limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the limit hereby imposed had been or would thereby be exceeded.

GENERAL POWERS OF DIRECTORS

68. The Directors may establish any Local Boards or Agencies for

managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

69. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

70. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

71. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside Great Britain, the Channel Islands and the Isle of Man in which the Company transacts business, a branch register or registers of members resident in such part of Her Majesty's Dominions, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

72. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of the World outside Great Britain, the Channel Islands and the Isle of Man and Her Majesty's Dominions in which the Company transacts business or in which members of the Company may reside a duplicate register of members of the Company and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

73. The Directors may establish or concur or join with other companies (being subsidiary companies of the Company or companies

with which it is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees or Directors or ex-Directors of the Company and of any such other companies and their dependants, or any class or classes of such persons.

74. The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund, as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

75. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY

76.(A) 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. Anything by the Act or these presents required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors.

(B) No person shall be appointed to hold office as Secretary who is:-

(i) the sole Director of the Company; or

(ii) a corporation the sole director of which is the sole Director of the Company; or

(iii) the sole director of a corporation which is the sole Director of the Company.

(C) A provision of the Act or of these presents requiring or authorising a thing to be done by or to a Director and the

Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

77. The Directors shall provide for the safe custody of the seal which shall not be affixed to any instrument except by the general or special authority of a resolution of the Directors, or of a committee of the Directors, and except as hereinafter provided, every instrument to which the seal shall be affixed shall bear the autographic signatures of at least one Director and the Secretary or some other person authorised by the Directors: Provided that with the specific authority of a resolution of the Directors certificates for shares, stock, loan stock, debentures or debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) may be issued under the seal without such signatures or with such signature affixed by means of some method or system of mechanical signature which is controlled by the Auditors, Transfer Auditors or Bankers of the Company.

AUTHENTICATION OF DOCUMENTS

78. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office, the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

79. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS

80. Unless and to the extent that the special rights attached to any shares otherwise provide, all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned

and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, save that if any share is issued on terms providing that it shall rank for dividend in whole or in part as from a particular date, such share shall rank for dividend accordingly.

81. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

82. Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses may, at the discretion of the Directors, in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

83. If the Company shall issue shares at a premium whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends, but may be applied in the paying up of unissued shares to be issued to members as fully paid shares pursuant to Article 89.

84. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

85. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

86. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

87. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

RESERVES AND PROVISIONS

88. Subject to the provisions of Regulation 102 of Table A the Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of the special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES

89.(A) Subject to the prior approval of the Company in general Meeting the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve Fund) and/or of Profit and Loss Account by appropriating such sum to the holders of Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively and applying such sum on their behalf in paying up in full unissued shares for allotment and distribution credited as fully paid up to and amongst them in the proportions aforesaid.

(B) Whenever a capitalisation issue requires to be effected the Directors may do all acts and things considered necessary or expedient for such purpose with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned) and the Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

MINUTES AND BOOKS

90. The Directors shall duly comply with the provisions of the

Act, and in particular the provision in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

91. Any register, index, minute book, book of account or other book required by these presents or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

92. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act.

93. The books of account shall be kept at the office, or at such other place within Great Britain as the Directors shall think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors.

94. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

95. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. If all or any of the shares or debentures of the Company are at any time quoted on The Stock Exchange the required number of each of these documents shall at the same time be forwarded to the Secretary of the Quotations Department of The Stock Exchange.

AUDITORS

96. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

97. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

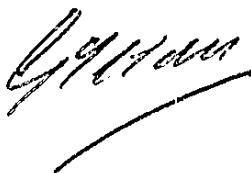
98. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

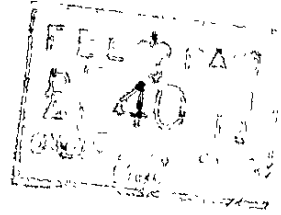
NOTICES

99. Where a notice or other document is served by post, service shall be deemed to be effected if sent by first-class post, service shall be deemed to be effected if sent by first-class post the day after and if sent by second-class post the second day after the letter containing the same is posted.

100. A person entitled to share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company had notice of his death or bankruptcy, be deemed to have been fully served in respect of any share registered in the name of such member as sole or joint holder.

101. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London. Any notice given by advertisement shall be deemed to have been served before noon on the day on which the advertisement appears.

A handwritten signature in dark ink, appearing to be 'G. H. Jones', with a long horizontal flourish underneath.



SPECIAL RESOLUTION

of

PLANT SALES (B M) LIMITED

Passed 1st July, 1928.

At an extraordinary General Meeting duly convened and held at 35 Castlefields, Bridgwater the following Special Resolution was passed:-

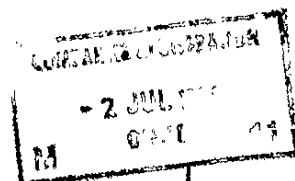
SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as:

The registered name of the Company be changed to:-

B. M. PLANT LIMITED.

D.A. TRUNKS
Secretary.



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FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1082975

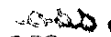
I hereby certify that

PLANT SALES (B M) LIMITED

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

B. M. PLANT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 AUGUST 1988


MRS. M. MOSS

an authorised officer

Company No: 1082975

THE COMPANIES ACT 1985

Company limited by shares

Resolutions of

B.M. PLANT LIMITED

(passed 18th October 1989)

At an Extraordinary General Meeting of the Company duly convened and held on 18th October 1989 at 36, Castlefields, Bridgwater the following special resolutions were duly passed:

RESOLUTIONS

1. THAT the Memorandum of Association of the Company be deleted in its entirety and the document containing a new Memorandum of Association of the Company submitted to this Meeting and for the purpose of identification signed by the Chairman, be and the same is hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the Company's existing Memorandum of

ASSOCIATION'S HOUSE
RECEIVED

CARDIFF
19 APR 1990 20 APR 1990

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2. THAT the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to this Meeting and for the purpose of identification signed by the Chairman, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

3. THAT:

- (A) the Directors of the Company be and they are hereby authorised to enter into separate guarantees on behalf of the Company in favour of both National Westminster Bank PLC ("Nat West") and Midland Bank PLC ("Midland") to guarantee in the case of the guarantee in Nat West's favour all the indebtedness and liabilities of BM Group PLC, the Company and the companies listed on the Schedule annexed hereto and contemplated to be included therein and to guarantee the indebtedness and liabilities of BM Group PLC in the case of the guarantee in favour of Midland and in both cases regardless of whether or not the Company receives any consideration in respect thereof; and
- (B) to the extent (if any) necessary to give effect to the authorities referred to in paragraph (A) above, paragraph 3(d) of the new Memorandum of Association of the Company adopted pursuant to Resolution 1 above be and is hereby amended.


.....
CHAIRMAN

GUARANTOR COMPANIES

ANMAC LIMITED 710588
BENFORD LIMITED 494347
BIRCHWOOD CONCRETE PRODUCTS LIMITED 788201
BM BUILDING PRODUCTS LIMITED 840249
B.M. ESTATES LIMITED 1032353
B.M. HYDRAULICS LIMITED 1754360
BM MACHINE LIMITED 106289
B.M. MARKETING LIMITED 1264738
PLANT SALES (BM) LIMITED 1724396
BM TECHNOLOGIES LIMITED 2060925
BODDIS (OLD HILL) LIMITED 118632
BRENSAL GRP PRODUCTS LIMITED 1053092
CONTRACTORS' AGGREGATES LIMITED 734075
CONTRACTORS' SCAFFOLDING AND FORMWORK LIMITED 775563
B. DANNATT LIMITED 331992
GILTPACK LIMITED 389866
MILLARS' MACHINERY COMPANY LIMITED 198383
F. PRATTEN & COMPANY LIMITED 194674
SALTNEY POLDENVALE LIMITED 915739
SIMPLEX PILING LIMITED 640930
WALKER BROTHERS (GALVANIZING) LIMITED 864385
WESGLADE ELECTRICS LIMITED 1979399
WESTBRICK PLASTICS LIMITED 875949
D. WICKHAM AND COMPANY LIMITED 1969922
GEORGE V. WILLIAMS & SONS, LIMITED 321889
WINCANTON ENGINEERING LIMITED 209985
YONDER HILL LIMITED 795205
ARMADILLO PRODUCTS LIMITED 1318241
BM CONSTRUCTION EQUIPMENT LTD 342144

SERVICES LTD 1704983
BM OVERSEAS HOLDINGS LTD 292132
BIRCHWOOD CONCRETE (SCOTLAND) LIMITED 41476
BRISTOWES MACHINERY LIMITED 146996
CARLTON (B M) LIMITED 888731
CLAYHILL NOMINEES LIMITED 1967744
CHERRYDOWN CONSTRUCTION LIMITED 1733593
CONAGG FARMS LIMITED 2159660
CONTRACTORS' SHOTBLASTING SERVICES LIMITED 1460937
BG PAVERS LTD 1336522
FYNE LTD. 2029298
FYNE MACHINERY LIMITED 429995
GILTPACK HOLDINGS LIMITED 2149729
GILTPACK SERVICES LIMITED 938126
GILTPACK SUPPLIES LIMITED 587046
GOODWIN MILLAR LIMITED 2029282
INDUSTRIAL & MARINE COMPOSITES LIMITED 1037312
F PRATTEN (1972) LIMITED 1038608
PRATTEN (ALUMINIUM) LIMITED 1038607
PLANT SALES (NORTHERN IRELAND) LIMITED 2143357
SALTNEY ENGINEERING LIMITED 1634514
SINECO INTERNATIONAL LIMITED 1342547
SOUTHERN PLANT SALES LIMITED 1152536
TOD PLC 303087
TRIPOD PRODUCTS LIMITED 621995
TRELOAR WASTE CONTAINERS (1978) LIMITED 1353084
WESTBRICK C.R. LIMITED 448410

No: 1082975

X (Circumstances) X
Matters

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

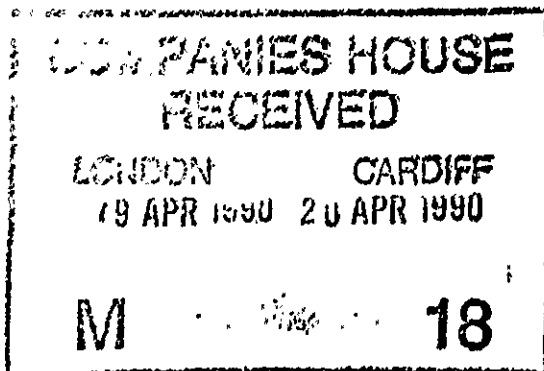
and

NEW ARTICLES OF ASSOCIATION

OF

B.M. PLANT LIMITED

Incorporated the 21st day of November 1972



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

B.M. PLANT LIMITED

1. The name of the Company is "B.M. PLANT 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 all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundries, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wire drawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinner, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell, manufacture, repair, alter, manipulate and otherwise

*The Company was incorporated on 21st November 1972 with the name, "Woodend C.I. Plant Sales Ltd". This name was changed on 1st May 1975 to "C. ITOH Plant Sales (UK) Ltd", on 7th October 1980 to "C.H. Beazer (Plant Sales) Ltd", on 20th November 1987 to "Plant Sales (BM) Limited" and on 3rd August 1988 to "B.M. Plant Limited".

deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (b) To manufacture, buy, sell, treat, prepare for markets and deal in all kinds of plant, machinery, tools, utensils, products, materials, articles and things necessary or useful for carrying on any of the above businesses or operations or usually dealt in by persons engaged therein, and to carry on or do any other business (manufacturing or otherwise) or things which may seem to the Company capable of being conveniently carried on or done in connection with any of the above specified businesses or operations, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (c) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property and suitable for this Company.
- (d) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any and dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- (e) To promote any other company or companies for the purpose of its or their acquiring all or any of the properties or liabilities of this Company, or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares and securities of any such company and to guarantee the payment of any debentures or other securities issued by any such Company.
- (f) To take or otherwise acquire and hold shares in any other company having objects altogether or in any part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (g) To enter into any arrangement for sharing profits, union of interest or otherwise, with any person, firm or company carrying on, or engaged in or about to carry on or to engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue or otherwise deal with the same.
- (h) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings or real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, patents, easements, machinery, plant and stock-in-trade.
- (i) To pay, either in cash, shares or otherwise, as may be deemed expedient for any business, patents or property acquired by the Company.
- (j) To construct, alter, maintain, and manage manufactories, warehouses, stores, buildings and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests.
- (k) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.
- (l) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (m) To distribute any of the property of this Company among the Members in specie, but so that no distribution amounting to a reduction of capital be made except in manner required by law without the sanction of Court if requisite.

- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To establish and maintain branches or agencies and to discontinue or regulate any such branches or agencies.
- (p) To apply for purchase, or otherwise acquire any patent or other rights or inventions, concessions, licences, copyrights and secret processes which may be useful for the Company's objects, to grant licences, to use the same, and to make or assist or employ others to make researches and experiments for the purpose of perfecting, improving or inventing any machinery, processes, or modes of manufacture which might prove beneficial to the Company in the carrying on of any business.
- (q) To invest and deal with the moneys of the Company not immediately required on such securities or investment, and in such manner as may from time to time be determined.
- (r) To borrow or raise or secure the payment of money as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon or otherwise by mortgage or charge of all or any of the Company's property, both present and future, including its uncalled capital, and to redeem or pay off any such securities.
- (s) To support and subscribe to any charitable or public object, and to any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business - to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or, to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
- (t) To sell, improve, manage, develop, exchange, lease, accept surrenders of leases or mortgages, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (u) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company, or in or about the promotion of the Company or the conduct of its business.

- (v) To do all such other things as are incidental or conducive to the attainment of the above objects.
 - (w) Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company, so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate company.
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in 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
Michael Peter Bray Royex House Aldermanbury Square London EC2V 7LD Solicitor	One
John Hilary East Royex House Aldermanbury Square London EC2V 7LD Solicitor	One

Dated the 21st day of September 1972

Witness to the above Signatures:- Richard Marne
Solicitor
Royex House
Aldermanbury Square
London EC2

AJR-ART-044

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

B.M. PLANT LIMITED

Incorporated the 21st day of November 1972

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in or made applicable by Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company but in the case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.

INTERPRETATION

2. In these presents, if not inconsistent with the subject or context, the masculine shall include the feminine, the singular shall include the plural and vice versa.

3. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted.

4. The following definitions shall be inserted after the definition of "the United Kingdom" in Table A.

"Company"

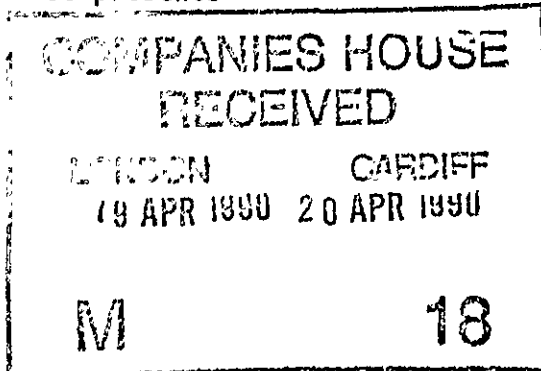
means B.M. PLANT LIMITED.

"Group"

means BM GROUP PLC and its subsidiary companies for the time being including the Company.

"These presents"

means these Articles of Association, as originally framed, or as from time to



	time altered by Special Resolution.
"Month"	means calendar month.
"Year"	means calendar year.
"In writing"	means written or produced by any substitute for writing, or partly one and partly another.
"Dividend"	means dividend and/or bonus.
"Paid"	means paid or credited as paid.

The expressions "debenture" and "debenture-holder" shall include "debenture stock" and "debenture stockholder".

The expression "person" shall include "corporation" or "company".

All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" shall be construed accordingly.

RESTRICTIONS UPON APPLICATION OF FUNDS

5. Except to the extent permitted by the Act, no part of the funds of the Company shall be employed in the subscription for or purchase of or in loans upon the security of shares in the Company or in any company which is its holding company, nor shall the Company directly or indirectly give any financial assistance for the purpose of or in connection with a subscription for or purchase of such shares or make any loan to any of the Directors or to any director of any company which is its holding company or enter into any guarantee or provide any security in connection with any such loan.

CAPITAL

6. The share capital of the Company at the date of the adoption of these Articles is £100, divided into 100 Ordinary Shares of £1 each.

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period, and may charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant.

VARIATION OF RIGHTS

8. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Act, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him.

9. The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

10. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by Ordinary Resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and to carry such preferential, deferred, qualified or other special rights or privileges (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise as the General Meeting resolving upon such increase may direct. Subject to any directions made by the Company when resolving on the increase of capital any new shares shall be at the disposal of the Directors in accordance with Article 12 of these Articles.

11. All new shares shall be subject to the provisions of these presents with reference to allotment, payment of calls, lien,

transfer, transmission, forfeiture and otherwise.

SHARES

12. Save as the Company may by Ordinary Resolution otherwise direct, the unissued shares in the Company shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.

13. The Company may exercise the powers of paying commissions conferred by the Act. The rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act, and such commission shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid are issued. The Company may also on any issue of shares pay such brokerage as may be lawful.

14. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class, or upon payment of such sum not exceeding 5p for every certificate after the first as the Directors shall from time to time determine, several certificates each for one or more of his shares of any one class.

CALLS ON SHARES

15. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times, provided that no call on any shares shall exceed one-fourth of the aggregate of the nominal value of the share and any premium which may be payable thereon or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 12 per cent. per annum as the Directors determine but the Directors shall be at liberty to waive payment of such interest wholly or in part.

17. The Directors may, if they think fit, receive from any member

willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payment in advance of calls shall extinguish so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate (not exceeding 10 per cent. per annum) as the member paying such sum and the Directors agree upon.

18. Any notice given pursuant to Regulation 18 of Table A shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where payment required by the notice is to be made and Regulation 18 of Table A shall be amended accordingly.

19.(A) A member whose shares have been forfeited or surrendered shall cease to be a member in respect of such shares, but shall, notwithstanding the forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at 10 per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of such shares at the time of forfeiture or surrender.

(B) A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share.

20. The Company shall have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of

such member or his estate and any other person, whether a member of the Company or not.

TRANSFER OF SHARES

21. Any instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

22. Nothing in these presents shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

23. No fee shall be charged on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice or other instrument relating to or affecting the title to any shares.

24. The Company shall be entitled to destroy all instruments of transfer of shares which have been registered at any time after the expiration of six years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of three years from the date of such cancellation or cessation and all notifications of change of name or address after the expiration of one year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

(i) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.

(ii) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled.

(iii) References herein to the destruction of any document include references to the disposal thereof in any manner.

25. In the case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors

or administrators of the deceased or in the case of the death of a holder of less than 100 shares if no executor or administrator shall have been appointed the person who shall be entitled under the deceased's will or on his intestacy where the deceased was the sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of the deceased holder (whether sole or joint) from any liability in respect of any share held by him.

26. Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share and should he fail either to transfer the share or to elect to be registered as a member in respect thereof within sixty days of being required so to do by the Directors, he shall, in the case of shares which are fully paid up, be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK

27. The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination.

28. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.

29. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital) shall be conferred by any amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

GENERAL MEETINGS

30. An Annual General Meeting shall be held once in every year,

at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

31.(A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

(B) In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

32. Routine business shall mean and include any business transacted at an Annual General Meeting of the following classes, that is to say:-

(A) Declared dividends;

(B) Reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet;

(C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed;

(D) Appointing Directors in the place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.

33. The Directors shall on the requisition of the members in accordance with the provisions of the Act, do the following things provided:-

(A) Give to the members entitled to attend the next Annual General Meeting notice of the business which may properly be moved and discussed at the meeting.

(B) Circulate to the members entitled to attend the next Annual General Meeting a copy of the resolution proposed in connection with the business to be moved and discussed at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. 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. Two members present in person or by proxy, or being corporations present by a representative, shall be a quorum for all purposes and Regulation 40 of Table A shall be amended accordingly.

35. If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

36. The Chairman of the Directors, failing whom the Deputy-Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy-Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of the number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be Chairman of the meeting and Regulation 42 of Table A shall be amended accordingly.

The consent of any
member shall be so
given to him and
the consent of any
member shall have been
given in person or
by proxy or by
the consent of the
members present and
willing to act.

(the
members)

by proxy

by proxy and

representing not less than one-tenth of the rights of all the members having the right to meeting; or

(D) a member or members present in person or holding shares in the Company conferring a right to the meeting, being shares on which an aggregate sum called up and paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring the right.

A demand for a poll may be withdrawn. Unless a poll has been demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, whether carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

39. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

40. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any other rights conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company remains unpaid or if he or any person appearing to be interested in shares held by him has been served with a notice under Section 212 of the Act and has failed to supply to the Company the information thereby required within 42 days from service of such notice. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said Section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification) and any other relevant Section 212 notification the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

41. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

42. A proxy need not be a member of the Company.

43. An instrument appointing a proxy shall be in writing in the

usual common form or in any other form which the Directors may accept and

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by any attorney or duly authorised officer of the corporation

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

44. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

CORPORATIONS ACTING BY REPRESENTATIVES

45. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company.

DIRECTORS

46. Subject as hereinafter provided, the Directors shall not be less than two nor more than twelve in number. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors subject to the provisions of the Act and Regulation 64 of Table A shall be amended accordingly.

47. No Director shall be required to retire or vacate his office of Director, nor shall any person be ineligible for appointment, election or re-appointment or re-election by reason of his having attained the age of 70 years or any other age, and section 293 of the Act shall not apply to the Company.

48. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

49. Each Director and the Chairman of the Directors shall be paid such fees as shall be determined from time to time by the Directors but the rate of payment of such fees shall not exceed the rate of £1,000 per annum (plus Value Added Tax thereof if applicable) for each Director and £1,500 per annum (plus Value Added Tax thereon if applicable) for the Chairman of the

Directors. The Directors may also be paid by way of additional fees such further sums as the Company in General Meeting may from time to time determine, and any such additional fees shall be divided amongst the Directors as they shall agree or in default of agreement equally.

50. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid in addition to any Director's fees to which he may be entitled under Article 49 such remuneration by way of salary, percentage of profits or otherwise, as the Directors may determine.

51. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director, whether or not he has held any other salaried office or place of profit with the Company, or to any other person in respect of any Director or any ex-Director, and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

52.(A) A Director may be appointed by the Board to any other office or place of profit under the Company, except that of Auditor, for such period, on such terms and at such remuneration (by way of salary, commission, participation in profits, pension, superannuation or otherwise) as the Board of Directors may determine, and such remuneration shall be charged as part of the Company's ordinary working expenses.

(B) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into on behalf of the Company in which any Director is in any way directly or indirectly interested be liable to 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, but the nature of his interest must be declared by him at the meeting of the Board at which the question of entering into the contract or arrangement is first taken in consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement then at the next meeting of the Board of 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, then at the first meeting of the Board held after he becomes so interested. A general notice in writing given to the Board of Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in

any contract which may thereafter be made with the Company or firm, shall (if such Director shall give the same at a meeting of the Board of Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Board of Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

(C) A Director shall in addition to those cases envisaged by Regulation 94 of Table A (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely any proposal concerning any other company in which he is interested directly or indirectly and whether as an officer or shareholder or otherwise howsoever, but is not the holder of or beneficially interested in 1 per cent. or more of the issued shares of any class of such company or of any third company through which his interest is derived or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances).

(D) If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fully disclosed.

(E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

53. 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 or his firm to act as Auditor to the Company.

54. Any Director may continue to be or become a director of, or hold any other office or place of profit under, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, commission, participation in profits, pension, superannuation or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of, any such other company. The Board may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as it may think fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them directors of such company, or voting or providing for

the payment of remuneration to the directors of such company).

EXECUTIVE AND ALTERNATE DIRECTORS

55. The Appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

56. Any Director may in writing appoint any person who is approved by the majority of the Directors to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Director and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

57. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

58. In addition to the circumstances envisaged by Regulation 81 of Table A the office of a Director shall be vacated in any of the following events, namely:-

- (A) If he ceases to be a Director by virtue of section 291 of the Act.
- (B) If he is removed from office as provided in Article 62.
- (C) If he shall be requested to resign by notice in writing left at the office signed by all the other Directors for the time being.

59. The Company at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless

the default is due to the moving of a resolution in contravention of the next following Article.

60. A motion for the appointment of two or more persons as Directors by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.

61. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless, not less than seven nor more than forty-two days before the day appointed for the meeting, there shall have been left at the office notice in writing signed by some member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected and Regulation 76 of Table A shall be amended accordingly.

62. The Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provisions of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement. The Company may by a like resolution appoint another person, who shall be named in the special notice of such resolution and who shall have signed a notice in writing left at the office expressing his willingness to be elected, in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he was appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Director as a casual vacancy.

63. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

64. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General

Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

65. The Directors may elect a Chairman and Deputy-Chairman and determine the period for which each is to hold office. If no Chairman or Deputy-Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

ASSOCIATE DIRECTORS

66.(A) The Directors may from time to time appoint any manager or other officer or person in the employ of the Company or any subsidiary company of the Company to be an Associate Director of the Company. Any Associate Director so appointed may be removed by resolution of the Directors at any time and without the giving of any reason or any notice in that behalf.

(B) An Associate Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.

(C) An Associate Director shall not while he continues to hold office be taken into account in calculating the number to form a quorum at any meeting of the Directors.

(D) The appointment, continuance in office, removal, powers, duties and remuneration of the Associate Directors or any of them shall be determined by the Directors.

(E) An Associate Director shall not be entitled to exercise any of the powers, duties or rights of the Directors individually or collectively, and except with and to the extent sanctioned by the Directors shall not:-

- (1) have any right of access to the books of the Company;
- (2) be entitled to receive notice of or to attend at the meetings of the Directors.

BORROWING POWERS

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

GENERAL POWERS OF DIRECTORS

68. The Directors may establish any Local Boards or Agencies for

managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

69. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

70. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

71. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside Great Britain, the Channel Islands and the Isle of Man in which the Company transacts business, a branch register or registers of members resident in such part of Her Majesty's Dominions, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

72. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of the World outside Great Britain, the Channel Islands and the Isle of Man and Her Majesty's Dominions in which the Company transacts business or in which members of the Company may reside a duplicate register of members of the Company and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

73. The Directors may establish or concur or join with other companies (being subsidiary companies of the Company or companies

with which it is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees or Directors or ex-Directors of the Company and of any such other companies and their dependants, or any class or classes of such persons.

74. The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund, as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

75. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

SECRETARY

76.(A) 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. Anything by the Act or these presents required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors.

(B) No person shall be appointed to hold office as Secretary who is:-

(i) the sole Director of the Company; or

(ii) a corporation the sole director of which is the sole Director of the Company; or

(iii) the sole director of a corporation which is the sole Director of the Company.

(C) A provision of the Act or of these presents requiring or authorising a thing to be done by or to a Director and the

Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

77. The Directors shall provide for the safe custody of the seal which shall not be affixed to any instrument except by the general or special authority of a resolution of the Directors, or of a committee of the Directors, and except as hereinafter provided, every instrument to which the seal shall be affixed shall bear the autographic signatures of at least one Director and the Secretary or some other person authorised by the Directors: Provided that with the specific authority of a resolution of the Directors certificates for shares, stock, loan stock, debentures or debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) may be issued under the seal without such signatures or with such signature affixed by means of some method or system of mechanical signature which is controlled by the Auditors, Transfer Auditors or Bankers of the Company.

AUTHENTICATION OF DOCUMENTS

78. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office, the Local Manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

79. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS

80. Unless and to the extent that the special rights attached to any shares otherwise provide, all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned

and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, save that if any share is issued on terms providing that it shall rank for dividend in whole or in part as from a particular date, such share shall rank for dividend accordingly.

81. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

82. Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses may, at the discretion of the Directors, in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

83. If the Company shall issue shares at a premium whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends, but may be applied in the paying up of unissued shares to be issued to members as fully paid shares pursuant to Article 89.

84. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

85. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

86. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

87. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

RESERVES AND PROVISIONS

88. Subject to the provisions of Regulation 102 of Table A the Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of the special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES

89.(A) Subject to the prior approval of the Company in general Meeting the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve Fund) and/or of Profit and Loss Account by appropriating such sum to the holders of Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively and applying such sum on their behalf in paying up in full unissued shares for allotment and distribution credited as fully paid up to and amongst them in the proportions aforesaid.

(B) Whenever a capitalisation issue requires to be effected the Directors may do all acts and things considered necessary or expedient for such purpose with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned) and the Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

MINUTES AND BOOKS

90. The Directors shall duly comply with the provisions of the

Act, and in particular the provision in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

91. Any register, index, minute book, book of account or other book required by these presents or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

92. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act.

93. The books of account shall be kept at the office, or at such other place within Great Britain as the Directors shall think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors.

94. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

95. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents: Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. If all or any of the shares or debentures of the Company are at any time quoted on The Stock Exchange the required number of each of these documents shall at the same time be forwarded to the Secretary of the Quotations Department of The Stock Exchange.

AUDITORS

96. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

97. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

98. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

99. Where a notice or other document is served by post, service shall be deemed to be effected if sent by first-class post, the day after and if sent by second-class post the second day after the letter containing the same is posted.

100. A person entitled to share in consequence of the death or bankruptcy of a member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company had notice of his death or bankruptcy, be deemed to have been fully served in respect of any share registered in the name of such member as sole or joint holder.

101. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London. Any notice given by advertisement shall be deemed to have been served before noon on the day on which the advertisement appears.

TRAVERS SMITH BRAITHWAITE

10 SNOW HILL, LONDON EC1A 2AL TELEPHONE 01-248 0133
FAX 01-236 3728 TELEX 887117 TRAVER G DX 79 LONDON

A C HUMPHRIES OBE	R L HARMAN	J LESLIE	C J CARROLL	D I STRANG
R H DIXON	M P COMBES	F J PYM	N A C MURRAY	P D HILL
P W J DUFFIELD	J W KINGSTON	A J BARROW	D Y ADAMS	P A C STANNARD
A M KEAT	O W A BARNES	R M B HOLMES	C G HALE	N D MOORE
N G STEWARD	W N CAMPION-SMITH	K D RICHARDSON	G A O WEDLAKE	R J STRATTON
C C BELL	J C LONGDON	A F DOUGLAS	J L BASS	

OUR REF *AJR*

YOUR REF

Companies Registration Office
Crown Way
Maindy
Cardiff CF4 3UZ

19 April 1990

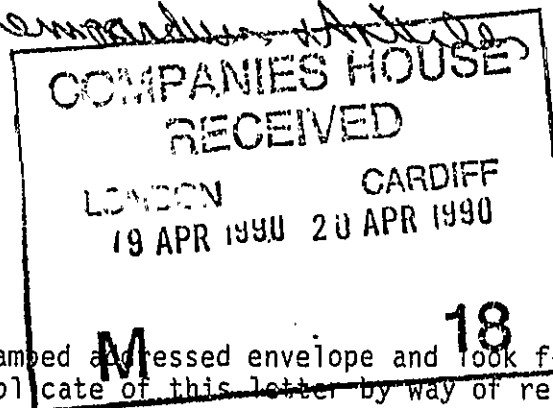
Dear Sir,

Re: Company No: *1082975*
Company Name: *B.M. PLANT LIMITED*

We enclose herewith the following general documents in connection with the above company:-

Resolutions passed 18th October 1989

New Memorandum of Association



We enclose a stamped addressed envelope and look forward to receiving the date stamped duplicate of this letter by way of receipt.

Yours faithfully

Travers Smith Braithwaite

TRAVERS SMITH BRAITHWAITE

No. 1032975

THE COMPANIES ACTS 1948 TO 1981
THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
BM PLANT LIMITED

At an extraordinary general meeting of the above named Company duly convened and held at 30 Queen Charlotte Street, Bristol BS99 7QQ on 7th September, 1993 the following resolutions were duly proposed and passed as special resolutions -

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be deleted and that the Company adopt new articles of association in the form now produced to the meeting and initialled by the Chairman.

2. That the Company be authorised to enter into the following security documents in favour of Midland Bank plc (the "Bank"), each transaction being in the best interests and for the benefit of the Company:-

2.1 a multilateral guarantee to the Bank of all the liabilities of Halliard Limited and Talbot Diesels Limited without limit;

2.2 a fixed and floating charge;

2.3 legal charges over the Company's properties described as land and buildings on the west side of Wylds Road, Bridgwater and land and buildings at Burnt Ash Road, Quarry Wood Industrial Estate, Maidstone, Kent respectively;

2.4 deeds of assignment of -

2.4.1 the keyman insurance policies effected by the Company with General Accident on the lives of ^{Policy} Mr John James ^{Wife}

(a) Graham John Hall;

(b) Keith Robert Smith;

(c) Steven Roy Hanney; and

(d) John James Jones; and

2200 00
190967

1.

VERMONT BANK

2.4.2 the critical illness insurance policies effected by the Company with Zurich Life in respect of ^{Policy} John James Jones

~~(a) Graham John Hall;~~

(b) Keith Robert Smith;

(c) Steven Roy Hanney; and

(d) John James Jones

each in the form now produced to the Meeting.

3. That the name of the Company be changed from EM Plant Limited to HM Plant Limited.

G. J. Hall
Chairman of the Meeting

Presented by -

Booth & Co., (Ref: RPEB/GME)
Sovereign House,
South Parade,
Leeds LS1 1HQ

File No:- 00000.R01802dL

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1082975

The Registrar of Companies for England and Wales hereby certifies that

B. M. PLANT LIMITED

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

HM PLANT LIMITED

Given at Leeds, the 8th September 1993

A handwritten signature in cursive script, reading "Sheila O'Connell", with a horizontal line drawn underneath.

For The Registrar Of Companies



C O M P A N I E S H O U S E

G

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1082975

Name of company

Note
Please read the notes on page 3 before completing this form

* B.M. PLANT LIMITED

*Insert full name of company

I/Wet GRAHAM JOHN HALL of Walls Farm, West Stoughton, Wedmore Somerset, STEVEN ROY HANNEY of West Ridge, 1 New Street, Charfield Gloucestershire GL12 8ES, NIGEL GEACH of 1 Finches Way, Burnham on Sea, Somerset, TA8 2QQ, DAVID ALAN TRUNKS of The Borie, Middle Road, Cossington, Bridgwater, Somerset, and JOHN JAMES JONES of 12 Farriers Green, Monkton Heathfield Taunton, Somerset

†Insert name(s) and address(es) of all the directors

§Delete as appropriate

~~{the sole director}~~ [all the directors]§ of the above company do solemnly and sincerely declare that:

The business of the company is:

‡Delete whichever is inappropriate

- (a) ~~that of a recognised bank} [licensed institution]§ within the meaning of the Banking Act 1979†~~
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~ -
(c) something other than the above†

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] [company's holding company]

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the purpose of that acquisition]§

The number and class of the shares acquired or to be acquired is: 1,350,000 Ordinary Shares of £1.00 each in the capital of the Company

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

Booth & Co (Ref:RPEB)
P O Box 8
Sovereign House
South Parade
LEEDS LS11 1HQ

For official use

General Section

Post room

17 SEP 1993

HOUSE

The assistance is to be given to: (note 2) HALLIARD LIMITED whose registered office is at
38 Castlefields Industrial Estate, Bridgwater, Somerset, TA6 4DH

Please do not
write in
this margin

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

The assistance will take the form of:

RIDER A

The person who ~~has acquired~~ [will acquire]* the shares is:

HALLIARD LIMITED whose registered office is at 38 Castlefields
Industrial Estate, Bridgwater, Somerset, TA6 4DH

*Delete as
appropriate

The principal terms on which the assistance will be given are:

RIDER B

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is a date within 6 weeks after the date of this document 19

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)
- (b) ~~[It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)~~

And I/we 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 30 QUEEN CHARLOTTE ST
BRISTOL

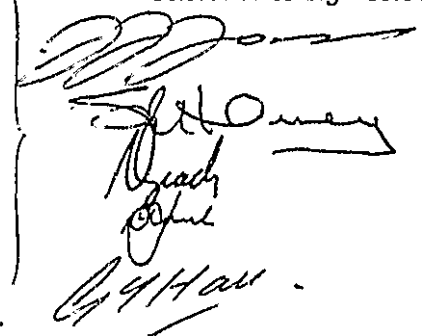
the 7th day of September

One thousand nine hundred and Ninety three

before me Paul Bratt

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

Declarants to sign below



NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

**Touche
Ross**



Chartered Accountants

Touche Ross & Co.
Queen Anne House
69-71 Queen Square
Bristol BS1 4JP

Telephone National 0272 211622
International + 44 272 211622
Telex 44365 TRBRIS G
Telecopier (Gp 3) 0272 292801

**Auditors' report to the Directors of
BM Plant Limited in accordance with
Section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors and have enquired into the company's state of affairs so far as necessary for us to review the bases for that declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Touche Ross & Co.

**Chartered Accountants
and Registered Auditor**

7 September 1993

**Deloitte Touche
Tohmatsu
International**

Aberdeen Bath Belfast Birmingham Bouenem, Jth Blackett Bristol Cambridge Cardiff
Coleraine Crawley Darford Edinburgh Glasgow Leeds Leicester Liverpool London
Manchester Milton Keynes Newcastle upon Tyne Nottingham and Southampton

Principal place of business at which a list of partners' names is available:
Petitborough Court, 133 Fleet Street, London EC4A 3TR

Authorised by the Institute of Chartered Accountants in England and Wales to carry on
investment business



- 2 -

In our opinion, based on our examination of the accounting records, together with such further enquiries as we consider necessary, the giving of such financial assistance would not as at the date of this report, reduce the net assets of the company.

Yours faithfully,

A handwritten signature in cursive script that reads "Touche Ross & Co."

TOUCHE ROSS & CO

RIDER TO FORM 155(6)a - B.M. PLANT LIMITED

RIDER A

- 1 The entering into by the Company of an unlimited multi-lateral guarantee in favour of Midland Bank plc ("the Bank") whose registered office is at Poultry, London, EC2P 2BX
 - 2 The granting by the Company of a fixed and floating charge in favour of the Bank
 - 3 The entering into by the Company of two Legal Charges in favour of the Bank
 - 4 The entering into by the Company of eight Mortgages of Life Policies.
- Handwritten notes:* "two" written above "eight" in item 4; "Insurance" written to the right of item 4; "SLH" written at the top right.

RIDER B

- 1 The terms of the multi-lateral guarantee in favour of the Bank are such that the Company guarantees without limit payment of all monies now and at any time owing to the Bank by Halliard Limited and/or Talbot Diesels Limited on any account whatsoever.
- 2 The terms of the fixed and floating charge in favour of the bank secures all liabilities of the Company to the Bank whether actual or contingent and whether present or future:-
 - (a) by first fixed charge over:-
 - (i) all book debts and other debts now and from time to time due owing or incurred to the Company;
 - (ii) all goodwill and uncalled capital for the time being of the Company; and
 - (iii) all intellectual property rights and all licences and ancillary rights and benefits including all royalty fees and other income deriving from the same both present and future of the Company; and
 - (b) by way of floating charge over all other undertakings of the Company and all other property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to in paragraph 2(a) above which are not charged by way of fixed charge.



Handwritten signature: Paul Bratt

3 The terms of the two Legal Charges in favour of the Bank secure all liabilities of the Company by a charge:-

- (a) by way of legal mortgage over the Company's properties referred to below and all fixtures and fittings now and hereafter on such properties;
- (b) over the benefit of all rights, licences, guarantees, rent deposits, contracts, deeds, undertakings and warranties relating to such properties; and
- (c) the goodwill of the Company in relation to the business from time to time carried out at such properties

The properties referred to above are being:-

(i) land and buildings at Burntash Road, Quarrywood Industrial Estate, Maidstone, Kent (H M Land Registry number K 600792): and

(ii) land and buildings to the west side of Wylds Road, Bridgwater, Somerset.

4 The terms of the eight Mortgages of Life Policies in favour of the Bank secure all liabilities of the Company by an assignment (subject to reassignment on repayment or discharge of all liabilities) of the insurance policies referred to below and all money payable thereunder. The insurance policies referred to above are as follows:

(a) Life insurance policies issued by General Accident in respect of J. J. Jones

(i) G Hall

(ii) K R Smith

(iii) S R Hanney

(iv) J J Jones

(b) Critical illness insurance policies issued by Zurich Life in respect of J J. Jones.

(i) G Hall

(ii) K R Smith

(iii) S R Hanney

(iv) J J Jones

Paul Bratt

Touche Ross



Midland Bank Plc
Watling Court
47/53 Cannon Street
London
EC4M 5SQ

The Directors
BM Plant Limited
BM House
Avon Reach
Chippenham
Wiltshire
SN15 1EE

Our Ref: AGH/ISC

7 September 1993

Dear Sirs,

BM PLANT LIMITED (the company)

This report is given in connection with the proposed arrangement whereby the company will give financial assistance for the acquisition of its own shares, particulars of which are given in the attached copy of the statutory declaration made today by the directors of the company pursuant to Section 155(6) Companies Act 1985 (the Act). The purpose of this report is solely to assist the lender in considering whether the proposed arrangement is permitted under Section 155(2) of the Act.

We have examined the accounting records of the company and made such further enquiries to the extent that we consider necessary for the purpose of this report. We have not carried out an audit and accordingly express no opinion in this report on the state of the company's affairs.

At the date of this report, the aggregate of the company's assets after allowing for the impact of various adjustments which are dependent upon the purchase of the company proceeding exceeds the aggregate of its liabilities as similarly stated.

Chartered Accountants

Touche Ross & Co
Queen Anne House
69 71 Queen Square
Bristol BS1 4JP

Telephone National 0272 211622
International + 44 272 211622
Telex 44365 TRBRIS G
Telecopier (Gp 3) 0272 292801

**Deloitte Touche
Tohmatsu
International**

Aberdeen Bath Belfast Birmingham Bournemouth Bracknell Bristol Cambridge Cardiff
Cardano Crawley Darford Edinburgh Glasgow Leeds Leicester Liverpool London
Manchester Milton Keynes Newcastle upon Tyne Nottingham and Southampton

Principal place of business at which a list of partners' names is available:
Peterborough Court 133 Fleet Street London EC4A 2TR

Authorized by the Institute of Chartered Accountants in England and Wales to carry on
investment business



No. 1082975

THE COMPANIES ACTS 1948 TO 1981

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BM PLANT LIMITED

At an extraordinary general meeting of the above named Company duly convened and held at 30 Queen Charlotte Street, Bristol BS99 7QQ on 7th September, 1993 the following resolutions were duly proposed and passed as special resolutions -

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be deleted and that the Company adopt new articles of association in the form now produced to the meeting and initialled by the Chairman.

2. That the Company be authorised to enter into the following security documents in favour of Midland Bank plc (the "Bank"), each transaction being in the best interests and for the benefit of the Company:-

2.1 a multilateral guarantee to the Bank of all the liabilities of Halliard Limited and Talbot Diesels Limited without limit;

2.2 a fixed and floating charge;

2.3 legal charges over the Company's properties described as land and buildings on the west side of Wylds Road, Bridgwater and land and buildings at Burnt Ash Road, Quarry Wood Industrial Estate, Maidstone, Kent respectively;

2.4 deeds of assignment of -

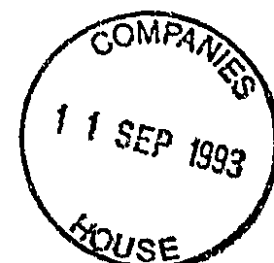
2.4.1 the keyman insurance policies effected by the Company with General Accident on the lives of ^{Policy} ~~Mr~~ John James ^{life} Jones and

(a) Graham John Hall;

(b) ~~Keith Robert Smith;~~

(c) ~~Steven Roy Hanney; and~~

(d) ~~John James Jones; and~~



£200.00

190947

- 2.4.2 the critical illness insurance ^{Policy} policies effected by the Company with Zurich Life in respect of ^{Jones} John James
- (a) ~~Graham John Hall;~~
 - (b) Keith Robert Smith;
 - (c) Steven Roy Hanney; and
 - (d) John James Jones

each in the form now produced to the Meeting.

3. That the name of the Company be changed from BM Plant Limited to HM Plant Limited.

G. J. Hall
Chairman of the Meeting

Presented by -

Booth & Co., (Ref: RPEB/GME)
Sovereign House,
South Parade,
Leeds LS1 1HQ

File No:- 00000.R01802dB

No: 1082975

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

OF

B.M. PLANT LIMITED

Incorporated the 21st day of November 1972

Booth & Co.
Sovereign House
South Parade
Leeds LS1 1HQ

Draft 1/RPEB/ACG/DTR/1.9.93
File No. 00000.R02006dd



THE COMPANIES ACTS 1948 TO 1991

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
B.M. PLANT LIMITED

1. The name of the Company is "B.M. PLANT 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 all or any of the businesses of general and electrical engineers, manufacturers, designers, assemblers, importers, exporters, repairers, installers, maintainers, hirers, letters on hire, distributors, and agents for the sale of, and dealers in electrical goods, engineering and electrical equipment, plant, machinery, components, accessories, electrical appliances and supplies of every description, tools, jigs, dies and fixtures of all kinds, engineering and electrical consultants, production planners, prototype designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, factors, manufacturers and merchants of, and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition work and machined castings, metal foundry, converters and moulders, millwrights, metallurgists, boilermakers, smiths and fitters, wiredrawers, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tinner, galvanisers, platers, annealers and enamellers, plastic workers and moulders, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, garage and petrol filling station proprietors, haulage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants; to buy, sell,

* The Company was incorporated on 21st November 1972 with the name, "Woodend C.I. Plant Sales Ltd". This name was changed on 1st May 1975 to "C. ITOH Plant Sales (UK) Ltd", on 7th October 1980 to "C.H. Beazer (Plant Sales) Ltd", on 20th November 1987 to "Plant Sales (BM) Limited" and on 3rd August 1988 to "B.M. Plant Limited".

manufacture, repair, alter, manipulate and otherwise deal in vehicles, plant, machinery, fittings, furnishings and implements, tools, materials, products, articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (b) To manufacture, buy, sell, treat, prepare for markets and deal in all kinds of plant, machinery, tools, utensils, products, materials, articles and things necessary or useful for carrying on any of the above businesses or operations or usually dealt in by persons engaged therein, and to carry on or do any other business (manufacturing or otherwise) or things which may seem to the Company capable of being conveniently carried on or done in connection with any of the above specified businesses or operations, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (c) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property and suitable for this Company.
- (d) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon

all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- (e) To promote any other company or companies for the purpose of its or their acquiring all or any of the properties or liabilities of this Company, or of advancing directly or indirectly the objects or interests thereof, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares and securities of any such company and to guarantee the payment of any debentures or other securities issued by any such Company.
- (f) To take or otherwise acquire and hold shares in any other company having objects altogether or in any part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (g) To enter into any arrangement for sharing profits, union of interest or otherwise, with any person, firm or company carrying on, or engaged in or about to carry on or to engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue or otherwise deal with the same.
- (h) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings or real or personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, patents, easements, machinery, plant and stock-in-trade.
- (i) To pay, either in cash, shares or otherwise, as may be deemed expedient for any business, patents or property acquired by the Company.
- (j) To construct, alter, maintain, and manage manufactories, warehouses, stores, buildings and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests.
- (k) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.
- (l) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

- (m) To distribute any of the property of this Company among the Members in specie, but so that no distribution amounting to a reduction of capital be made except in manner required by law without the sanction of Court if requisite.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To establish and maintain branches or agencies and to discontinue or regulate any such branches or agencies.
- (p) To apply for purchase, or otherwise acquire any patent or other rights or inventions, concessions, licences, copyrights and secret processes which may be useful for the Company's objects, to grant licences, to use the same, and to make or assist or employ others to make researches and experiments for the purpose of perfecting, improving or inventing any machinery, processes, or modes of manufacture which might prove beneficial to the Company in the carrying on of any business.
- (q) To invest and deal with the moneys of the Company not immediately required on such securities or investment, and in such manner as may from time to time be determined.
- (r) To borrow or raise or secure the payment of money as the Company shall think fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon or otherwise by mortgage or charge of all or any of the Company's property, both present and future, including its uncalled capital, and to redeem or pay off any such securities.
- (s) To support and subscribe to any charitable or public object, and to any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business - to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or, to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
- (t) To sell, improve, manage, develop, exchange, lease, accept surrenders of leases or mortgages, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (u) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities

of the Company, or in or about the promotion of the Company or the conduct of its business.

- (v) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (w) Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company, so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate company.

4. The liability of the Members is limited.

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

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in 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
Michael Peter Bray Royex House Aldermanbury Square London EC2V 7LD Solicitor	One
John Hilary East Royex House Aldermanbury Square London EC2V 7LD Solicitor	One

Dated the 21st day of September 1972

Witness to the above Signatures:- Richard Marne
Solicitor
Royex House
Aldermanbury Square
London EC2

Company No 1082975

THE COMPANIES ACTS 1948 TO 1967

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BM PLANT LIMITED

(Adopted on [7th] September, 1993)

PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

LIEN

4. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys

presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

5. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

6. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

8. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

9. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

11. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. Regulation 81(c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

17. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time

shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

No. 1082975

Conformed Copy

THE COMPANIES ACTS 1948 TO 1981

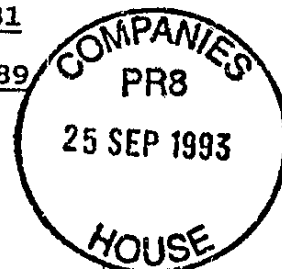
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BM PLANT LIMITED



At an extraordinary general meeting of the above named Company duly convened and held at 30 Queen Charlotte Street, Bristol BS99 7QQ on 7th September, 1993 the following resolutions were duly proposed and passed as special resolutions -

SPECIAL RESOLUTIONS

1. That the articles of association of the Company be deleted and that the Company adopt new articles of association in the form now produced to the meeting and initialled by the Chairman.
2. That the Company be authorised to enter into the following security documents in favour of Midland Bank plc (the "Bank"), each transaction being in the best interests and for the benefit of the Company:-

2.1 a multilateral guarantee to the Bank of all the liabilities of Halliard Limited and Talbot Diesels Limited without limit;

2.2 a fixed and floating charge;

2.3 legal charges over the Company's properties described as land and buildings on the west side of Wylds Road, Bridgwater and land and buildings at Burnt Ash Road, Quarry Wood Industrial Estate, Maidstone, Kent respectively ;

2.4 deeds of assignment of -

2.4.1 the keyman insurance policy effected by the Company with General Accident on the life of John James Jones, and

2.4.2 the critical illness insurance policy effected by the Company with Zurich Life in respect of John James Jones.

each in the form now produced to the Meeting.

3. That the name of the Company be changed from BM Plant Limited to HM Plant Limited.

.....*[Signature]*.....
Chairman of the Meeting

Presented by -

Booth & Co., (Ref: RPEB/GME)
Sovereign House,
South Parade,
Leeds LS1 1HQ

Draft 1/IWM/AH/DTR/10.9.93
File No:- 00000.R02240dB

Company No 1082975

THE COMPANIES ACTS 1948 TO 1967
THE COMPANIES ACTS 1985 AND 1989

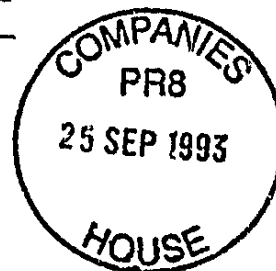
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HM PLANT LIMITED *

(Adopted by Special Resolution
on 7th September, 1993)



PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of

* The Company was incorporated on 21st November 1972 with the name, "Woodend C.I. Plant Sales Ltd". This name was changed on 1st May 1975 to "C. ITOH Plant Sales (UK) Ltd", on 7th October 1980 to "C.H. Beazer (Plant Sales) Ltd", on 20th November 1987 to "Plant Sales (BM) Limited", on 3rd August 1988 to "B.M. Plant Limited" and on 7th September 1993 to "HM Plant Limited".

unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

LIEN

4. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

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9. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised

officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

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12. Regulation 81(c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

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14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

17. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

06 SEP 1993 14:24 KINGSTON SMITH 071-247-7048



1082975

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Fax 071 247 7048

P. B
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Anthony J Sansom
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D Howard Doncombe
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Upminster, Essex
Telephone 0708 221872
West End, London
Telephone 071 580 4646

September 6, 1993

Our ref: AJH/NDP

Your ref:

The Company Secretary,
BM Plant Limited,
BM House,
Avon Reach,
Chinnorham
Wilts,
SN15 1EE.

Dear Sir,

We hereby tender our resignation as auditors of the company in accordance with the provisions of the Companies Act 1985 S392 with effect from 7th September 1993.

In accordance with the requirements of the Companies Act 1985 S394, we confirm that there were no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

Kingston Smith

