

1197246/.....number of company
form No. 41

no filing 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

I CHARLES GEORGE STEPHEN SMITH

of 15 PEMBEROKE ROAD
BRISTOL BS99 7DX

*Delete that which
does not apply

DO SOLEMNLY & SINCERELY DECLARE that I am :—

*a Solicitor of the Supreme Court engaged in the formation

*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of

SHEERDOLA

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 3 RICHMOND HILL
BRISTOL BS8 1AY

the 30th day of December, 19 74

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

194855/1
1197246 /3

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THE COMPANIES ACTS 1948 to 1967

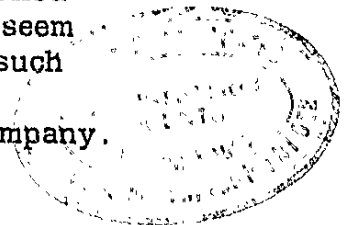
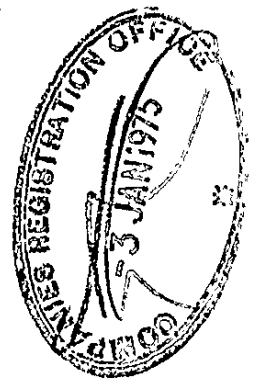
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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SHEERDOLA LIMITED

1. The name of the Company is "Sheerdola 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 butchers and poulterers, processors, manufacturers, preparers, prepackers, canners, preservers, distributors, importers, exporters and merchants of, agents for and wholesale and retail dealers in meat, game, poultry and meat products of all kinds, cooked and concentrated food, frozen food and provisions of every description, general provision merchants, grocers and fishmongers, refrigerating and cold storage proprietors, manufacturers and repairers of and wholesale and retail dealers in refrigerating plant, machinery, appliances and accessories of all kinds; manufacturers and merchants of, agents for, and dealers in packaging materials and equipment, bags, containers, packages, packing cases, cartons, boxes, and all other materials and substances suitable for and appertaining to the cooking, packing, storing, transporting, making up and distribution of produce, goods, wares and merchandise of every description; breeders of poultry, game, cattle, sheep, pigs and other livestock, graziers and farmers, slaughterers, fellmongers, tanners and dealers in hides, skins, fat, tallow, grease, offal and other animal products, haulage and transport contractors, refreshment contractors and caterers; freight agents, general merchants, agents and traders; and to buy, sell, import, export and deal by wholesale and retail in all kinds of produce, commodities, articles, goods, things and sundries which may be required for the purposes of any of the foregoing businesses or are commonly supplied or dealt in by persons engaged therein or which may seem capable of being dealt with in connection with any of such businesses or are likely to be required by any of the customers of, or persons having dealings with the Company.



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(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe 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 or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

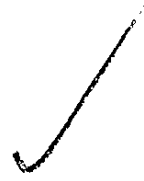
(u) To procure the Company to be registered or recognized in any part of the world.

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

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects 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, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

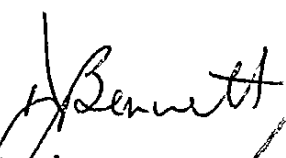
Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
 Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated

30.12. 1974

Witness to the above signatures: -

Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.



1197246 / 4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF SHEERDOLA

LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Patricia Martin.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

M
C
7
S
A
P

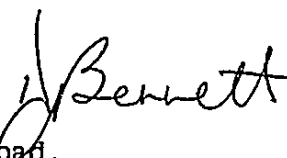
Michael Kodola,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Dated 30.12. 1974.

Witness to the above signatures: -

Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.





CERTIFICATE OF INCORPORATION

No. 1197246

I hereby certify that

SHEERDOLA 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 JANUARY 1975

A handwritten signature in dark ink, appearing to be 'F. Whipp', with the name '(F. WHIPP)' printed in small capital letters directly beneath it.

Assistant Registrar of Companies

Number of Company: 1197246

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

(COPY)

SPECIAL RESOLUTION

(Pursuant to Sections 10 and 141 of the Companies Act, 1948)

of

SHEERDOLA LIMITED.

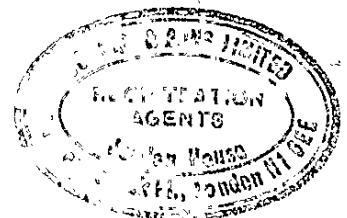
Passed the 21st day of January, 1975 .

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 21st day of January, 1975, the following SPECIAL RESOLUTION was duly passed: -

"That the now Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof."

[Signature]

CHAIRMAN.



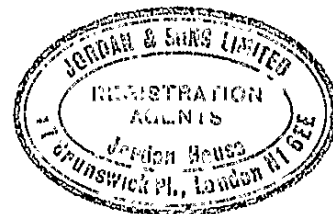
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

SHEERDOLA LIMITED

(Adopted by Special Resolution passed on
the 21st day of January, 1975)



1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Clause 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
3. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
4. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and Clause 75 of Part I of Table A shall be omitted.
5. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.
6. The proviso to Clause 79 of Part I of Table A shall be omitted.
7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. and Clause 84 of Part I of Table A shall be

modified accordingly.

8. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Clause 87 of Part I of Table A shall be omitted.
9. Paragraph (f) of Clause 88 of Part I of Table A shall be omitted.
10. The provisions of sub-sections (1) to (6) inclusive of Section 185 of the Act shall not apply to the Company.
11. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

Number of Company: 1197246

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

(Pursuant to Section 141 of the Companies Act 1948)

OF

SHEERDOLA LIMITED.

Passed on the 21st day of January, 1975.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London, N1 6EE, on the 21st day of January, 1975, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a) To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders' and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings, and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, french polishers, electrical, gas, hot water, heating, mechanical motor and general engineers, hardware merchants and general

29 APR 1975



ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners and developers, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents; to manufacture, buy, sell, and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.



CHAIRMAN.



Number of Company: 1197246 ✓ 16

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THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act 1948)

OF
SHEERDOLA

LIMITED

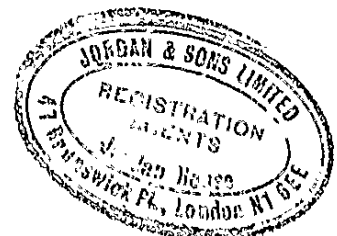
Passed the 1st day of July 19 75

At an Extraordinary General Meeting of the Members of the
above-named Company, duly convened and held on the 1st
day of July 1975, the following SPECIAL RESOLUTION
was duly passed:-

That the name of the Company be changed to

DERWENT BUILDERS LIMITED


CHAIRMAN.





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1197246

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I hereby certify that

SHIMRODA LIMITED

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

DEWENT BUILDERS LIMITED

Given under my hand at London the 24th September 1975

N. Taylor

N. TAYLOR

Assistant Registrar of Companies



No. of Company 1197246

18

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Res. 29/4/75

Memorandum and Articles of Association of

DERWENT BUILDERS LIMITED

(Incorporated the 21st day of January, 1975)

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers

Jordan House, 47, Brunswick Place, London. N1 6EE



CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this Company's Memorandum of
Association by filed resolutions and
is lodged in compliance with the
requirements of the European
Communities Act 1972.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DATED

28/1/75 Pm.
D.M. JORDAN & SONS LIMITED

DERWENT BUILDERS LIMITED

(As altered by Special Resolution passed on the 21st day of January, 1975)

1. The name of the Company is "DERWENT BUILDERS LIMITED." *Builders*
2. The registered office of the Company will be situate in England. *Builders.*
3. The objects for which the Company is established are: -

(a) To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders' and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings, and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, French polishers, electrical, gas, hot water, heating, mechanical, motor and general engineers, hardware merchants and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents; to manufacture, buy, sell, and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

* The name of the Company was, on the 24th day of September, 1975 changed from "SHEERDOLA LIMITED".

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to

brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe 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 or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

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

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects 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, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 30th day of December, 1974.

Witness to the above signatures: - Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED

28/1/75 R.

DR. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

DERWENT BUILDERS LIMITED

Still Private

(Adopted by Special Resolution passed on the 21st day of January, 1975)

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Clause 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
3. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid-up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
4. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two and Clause 75 of Part I of Table A shall be omitted.
5. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.
6. The proviso to Clause 79 of Part I of Table A shall be omitted.
7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there-out and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 of Part I of Table A shall be Modified accordingly.

8. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Clause 87 of Part I of Table A shall be omitted.

9. Paragraph (f) of Clause 88 of Part I of Table A shall be omitted.

10. The provisions of sub-sections (1) to (6) inclusive of Section 135 of the Act shall not apply to the Company.

11. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Michael Kodola,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated this 30th day of December, 1974.

Witness to the above signatures: - Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

DIRECTORS' REPORT

The Directors hereby submit the Annual Report and Accounts for the Company for the period ended 30th September 1984.

The Directors had no beneficial interest in the shares of the Company during the financial period as it is a wholly owned subsidiary within Ford & Weston Group Limited.

During the above financial period, the Company has not traded and there has been no income or expenditure and therefore no change in the Company's position has arisen. Any expenses have been met by the holding company.

Signed on behalf of the Board


SECRETARY

BALANCE SHEET AT 30th September 1984

ASSETS

Amounts due by Group Companies

£100
==

SHARE CAPITAL AND RESERVES

Authorised capital -

100 Ordinary Shares of £1 each

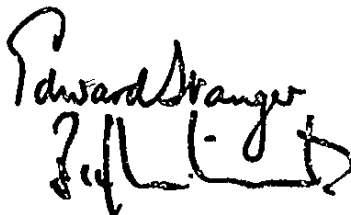
£100
==

Issued capital -

100 Ordinary Shares of £1 each fully paid

£100
==

Signed



DIRECTOR

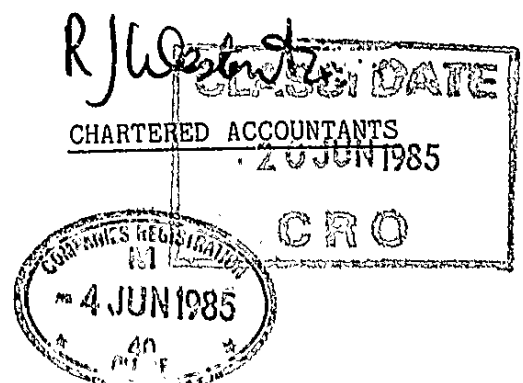
DIRECTOR

AUDITORS' REPORT TO THE MEMBERS OF DERWENT BUILDERS LIMITED

We have audited the Accounts in accordance with approved Auditing Standards and in our opinion these Accounts show a true and fair view of the Company's affairs as at 30th September 1984 and comply with the Companies' Acts 1948 to 1981 in so far as the provisions of those Acts apply to these Accounts.

Probate House
37/38 St Mary's Gate, Derby

8th March, 1985



1197246

R. J. Weston & Co.
Chartered Accountants

M.C. McNulty, F.C.A., M.H. Preece, F.C.A., F.C.C.A.,
R.J. Smith, F.C.A., B. Ling, F.C.A.

Consultant: A. Seddon, F.C.A.

Probate House,
37/38 St. Mary's Gate.
Derby DE1 3JT

Telephone: (0332) 43221 (5 lines)

Our Ref. BL/FJ

30th April 1986

The Company Secretary,
Derwent Builders Ltd.,
Sun Alliance & London House,
Curzon Street,
Derby, DE1 1SG

Dear Sir,

Derwent Builders Ltd.

We hereby tender our resignation as auditors of the above company with effect from 30th April 1986.

We confirm 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,

R J Weston & Co.



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

30/6

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

*Insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

†Delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

1197246

Name of company

* DERWENT BUILDERS LIMITED

gives notice 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
---	---	---	---

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	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director]

[Secretary]†

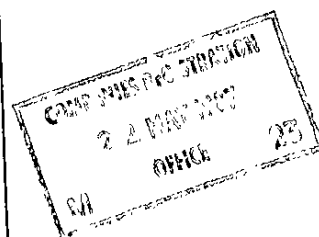
Date

30.8.87

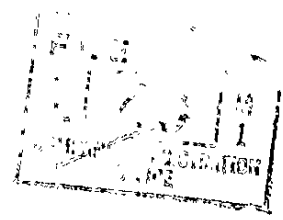
Presenter's name, address and reference (if any):

For official use
General Section

Post room



26/5



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 1197246

COMPANY NAME DERWENT BUILDERS LIMITED

At an Extraordinary General*~~/Annual General~~* Meeting of the members of the above named company, duly convened and held at:

ASHBOURNE ROAD

MACKWORTH, DERBY

on the 11th day of MAY 19 88

the following Special Resolution was duly passed:

That the name of the Company be changed to:

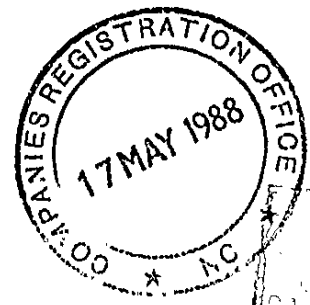
NEW NAME HALL & TAWSE EASTERN LIMITED

Signature [Signature]
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate

N.B. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



TO BAC
101841 ②

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1197246

I hereby certify that

DERWENT BUILDERS LIMITED

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

HALL & TAWSE EASTERN LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 MAY 1988

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

1197246

number of company

form No. 27

THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of **HALL & TAWSE EASTERN**

Limited

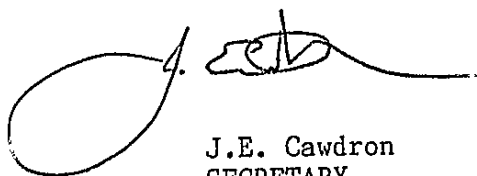
Passed the **30TH** day of **JUNE** 19**88**

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at **ASHBOURNE ROAD, MACKWORTH, DERBY.**

on the **30TH** day of **JUNE** 19**88**

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the authorised share capital of the company be increased
to £2.5 million by the creation of 2,499,900 ordinary shares
of £1 each.



J.E. Cawdron
SECRETARY

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 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

--	--	--	--

1197246

Name of company

* HALL & TAWSE EASTERN LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30th June 1988 the nominal capital of the company has been
increased by £ 2,499,900 beyond the registered capital of £ 100.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

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 follow:

Rank pari passu with existing share capital

Please tick here if
continued overleaf† delete as
appropriateSigned [Signature]

[Director][Secretary]† Date

30.6.88

Presenter's name address and
reference (if any):For official Use
General Section

Post room


Number: 1197246

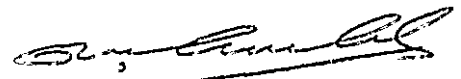
NOTICE OF PASSING OF A
SPECIAL RESOLUTION

HALL & TAWSE EASTERN LIMITED

At an Extraordinary General Meeting of the members of the above-named company duly convened and held at Ashbourne Road, Maccworth, Derby on Friday 10th June 1988, the following was duly passed as a Special Resolution.

THAT the document here presented to the Meeting and for the purposes of identification signed by the Chairman hereof be and is hereby adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, all previous Articles.


.....
CHAIRMAN


Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

HALL & TAWSE EASTERN LIMITED

(as adopted by Special Resolution on 10th June 1988)

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to all dividends or other monies and rights payable thereon or accruing thereto in respect thereof.

SHARES

4. The authorised share capital of the Company at the date of adoption of these articles is £100 divided into 100 Ordinary shares of £1 each all of which are in issue. The directors are hereby authorised for a period of five years from the date of adoption of these articles to allot the unissued shares in the capital of the Company to such persons, at such times and on such terms as they think proper and the provisions of Section 89(1) and Section 90 of the Companies Act 1985 (the "Act") shall not apply to the allotment of such shares.

5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. If and so long as there is a sole director, he may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply.
8. A director including an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
9. A director (including an alternate director) who has duly declared his interest therein may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
10. The directors shall (subject to obtaining the prior written consent of the Company's ultimate holding company) have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an additional director.
11. The Company's ultimate holding company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing signed by a director or the Company's ultimate holding company and shall take effect from delivery at the registered office of the Company.
12. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove

continued on page 3/.....

a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any person to be a alternate director and may remove from office an alternate director so appointed by him.

CORPORATE DIRECTORS

14. Any corporation holding office as a director of the Company may appoint from time to time by resolution of its directors, any of its officials or any other person to act as its representative at any meeting of the directors, and the person so authorised shall be entitled to exercise the same powers and discretions as any other director of the Company on behalf of such corporation.

CHAIRMAN

15. The Company's ultimate holding company may from time to time appoint a director to act as chairman of the Company and to remove any chairman so appointed. Every such appointment or removal shall be in writing, signed by a director of the Company's ultimate holding company and shall take effect upon delivery at the registered office of the Company.

BORROWING POWERS

16. The directors (subject to obtaining prior written consent of the Company's ultimate holding company) may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Companies Act 1985 to grant any mortgage, charge or standard security over 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.

Company Number 1197246

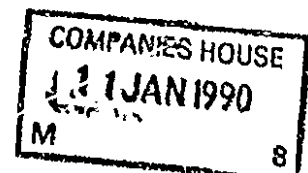
HALL & TAWSE EASTERN LIMITED

Notifies you that at the Annual General Meeting, duly convened and held at 522 Derby Road, Lenton, Nottingham, on Tuesday 14th November 1989, the following Special Resolution was adopted:

"THAT the printed document here presented to the meeting and for the purposes of identification signed by the Chairman hereof, be and is hereby adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all previously subsisting Articles."

W.A. Courtman

W A COURTMAN
DIRECTOR / SECRETARY



Company Number 1197246

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

HALL & TAWSE EASTERN LIMITED

(as adopted by Special Resolution on 14th November 1989)

PRELIMINARY

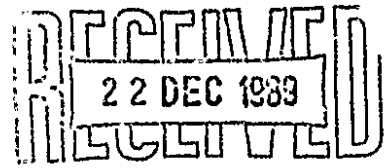
1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to all dividends or other monies and rights payable thereon or accruing thereto in respect thereof.

SHARES

4. The authorised share capital of the Company at the date of adoption of these articles is £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each, of which 2,000,100 are currently in issue. The directors are hereby authorised for a period of five years from the date of adoption of these articles to allot the unissued shares in the capital of the Company to such persons, at such times and on such terms as they think proper and the provisions of Section 89(1) and Section 90 of the Companies Act 1985 (the "Act") shall not apply to the allotment of such shares.



5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

7. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one. If and so long as there is a sole director, he may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply.
8. A director (including an alternate director) shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
9. A director (including an alternate director) who has duly declared his interest therein may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
10. The directors shall (subject to obtaining the prior written consent of the Company's ultimate holding company) have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an additional director.
11. The Company's ultimate holding company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing signed by a director or the Company's ultimate holding company and shall take effect from delivery at the registered office of the Company.
12. The Company may at any time and from time to time by ordinary resolution appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors and, without prejudice to the provisions of the Act, may at any time remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

CORPORATE DIRECTORS

14. Any corporation holding office as a director of the Company may appoint from time to time by resolution of its directors, any of its officials or any other person to act as its representative at any meeting of the directors, and the person so authorised shall be entitled to exercise the same powers and discretions as any other director of the Company on behalf of such corporation.

CHAIRMAN

15. The Company's ultimate holding company may from time to time appoint a director to act as chairman of the Company and to remove any chairman so appointed. Every such appointment or removal shall be in writing, signed by a director of the Company's ultimate holding company and shall take effect upon delivery at the registered office of the Company.

BORROWING POWERS

16. The directors (subject to obtaining prior written consent of the Company's ultimate holding company) may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Companies Act 1985 to grant any mortgage, charge or standard security over 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.

INDEMNITY

17. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director or other officer of the Company may otherwise be entitled, every Director or other officer or auditor of the Company, shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

* * *

HALL & TAWSE EASTERN LIMITED

RESOLUTION IN WRITING OF THE SHAREHOLDERS

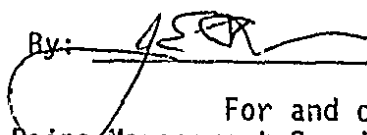
Resolution in writing of all the Shareholders of Hall & Tawse Eastern Limited (the "Company") passed as a Special Resolution:

RESOLVED, that the provisions of Clause 3 of the Memorandum of Association of the Company be altered by inserting the following additional paragraph as paragraph 3(x) namely:

To guarantee or otherwise support or secure, whether for, with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking property assets rights and revenues present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary or subsidiary undertaking (as defined by sections 21 and 144 of and Schedule 9 to the Companies Act 1989) of the Company or Company's holding company.

Hall & Tawse Eastern Limited

By: 
D S Vincent
For and on behalf of
Hall & Tawse Group Limited

By: 
J E Cawdron
For and on behalf of
Raine Management Services Limited



Date: 9th August 1994