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THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

15602951

Name of Company

IMEX CONSTRUCTION

Limited*

I, Mark John Brazier
of 33 Ludgate Hill, London EC4M 7JQ

do solemnly and sincerely declare that I am the person named as Secretary of the Company
in the statement delivered under Section 21 of the Companies Act, 1976

of IMEX CONSTRUCTION Limited*

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 33 Ludgate Hill, London EC4M 7JQ

Signature of Declarant

the THIRTY FIRST day of MARCH

One thousand nine hundred and EIGHTY ONE

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
New companies section

Post room

1560295/5

The Companies Acts, 1948 to 1980

COMPANY LIMITED BY SHARES

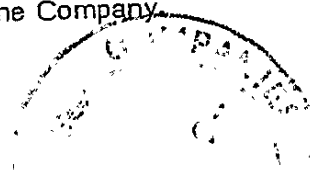
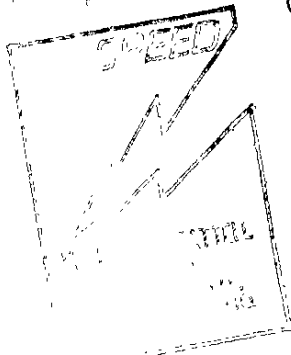
Memorandum of Association

OF

IMEX CONSTRUCTION LIMITED

N/E 157978/4
C.R. 1550

1. The name of the Company is "IMEX CONSTRUCTION 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 any or all of the businesses of builders, building contractors, builders' merchants, builders' supply merchants, decorators, property repairers, contractors and jobbers, timber merchants, joiners, carpenters, turners, cabinet makers, house, shop and office fitters and furnishers, sanitary, electrical, gas, hot water, ventilating, heating, cooling, hydraulic, civil, constructional and general engineers, electricians, gas fitters, plumbers, glaziers, painters, interior and exterior decorators, slaters, tilers, roofing contractors, bricksetters, monumental masons, sculptors, quarriers, excavation and demolition contractors, hardware and general ironmongery dealers, and to manufacture, buy, sell, deal and hire in plant, machinery, tools, implements, materials, articles and things of all kinds necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.
 - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.



157978/4
C.R. 1550

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

- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

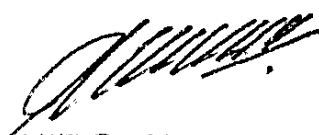
All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

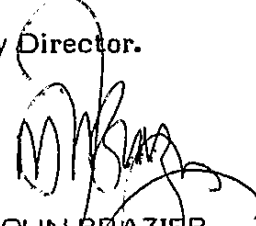
VI, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAME S, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares Taken by each subscriber
--	---


JOHN WILDAN,
33 Ludgate Hill,
London, EC4M 7JQ.

ONE

Company Director.



MARK JOHN BRAZIER,
33 Ludgate Hill,
London, EC4M 7JQ.

ONE

Company Director.

DATED this 31st day of MARCH 1981.

WITNESS to the above signatures -


P.C. TILBURY,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

COMPANY LIMITED BY SHARES

Articles of Association

OF

IMEX CONSTRUCTION LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A of the First Schedule of the Companies Act 1948 as amended by the Companies Act 1980 subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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

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

TRANSFER OF SHARES

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

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

VOTES OF MEMBERS

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

DIRECTORS

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

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

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

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

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

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

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

(2) If he ceases to be a Director by virtue of Section 182 of the Act.

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

BORROWING POWERS

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

MANAGING DIRECTORS AND MANAGERS

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

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

SECRETARY

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

NOTICES

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

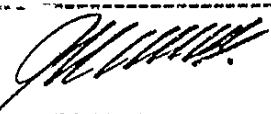
FIRST DIRECTORS


19. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be JOHN WILDMAN.

FIRST SECRETARY

20. The first Secretary of the Company shall be MARK JOHN BRAZIER.

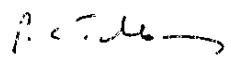
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


JOHN WILDMAN,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.


MARK JOHN BRAZIER,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

DATED this 31st day of MARCH 1981.

WITNESS to the above signatures -


P.C. TILBURY,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 25(2) of the Companies Act 1976

1

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

1560295

5

Name of Company

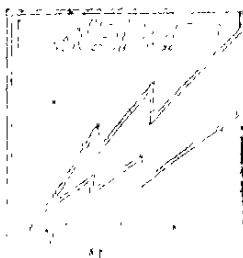
MARK CONSTRUCTION

Limited

The intended situation of the registered office of the company
on incorporation is as stated below33, Ludgate Hill,
London, EC4M 7JQ.If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

WILDMAN & BATTELL LIMITED

33, Ludgate Hill,
London. EC4M 7JQ.If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's
reference (if any):

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Do not write in this binding margin



Important

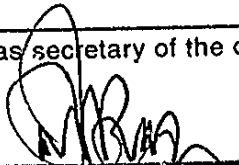
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
John Wildman	Company Director
Former name(s) (note 3)	Nationality
	British
Address (note 4)	Date of birth (where applicable) (note 6)
33, Langate Hill, London, EC4M 7CC.	
Particulars of other directorships (note 5)	
Wildman & Pattell Limited	
I hereby consent to act as director of the company named on page 1	
Signature	Date 5.3.81

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Mark John Brazier
Former name(s) (note 3)	None
Address (notes 4 & 7)	33, Ludgate Hill, London, EC4M 7JQ
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 31.3.81

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

delete as
appropriate

Signature William J Battell [Subscriber] [Agent]† Date 31.3.81

Signature _____ [Subscriber] [Agent]† Date _____

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1560295

I hereby certify that

IMEX CONSTRUCTION LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 8TH MAY 1981

A handwritten signature in dark ink, appearing to be 'E. A. V. J.'.

E. A. V. J.
Assistant Registrar of Companies



122364/6



THE COMPANIES ACT, 1948.

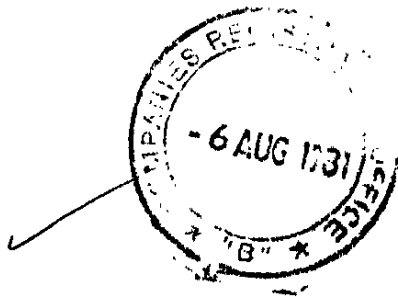
COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

OF

IMEX CONSTRUCTION LIMITED



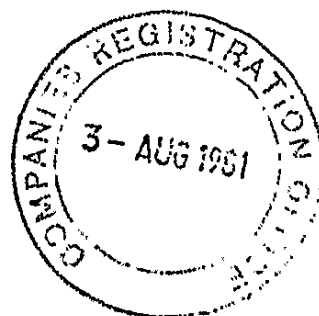
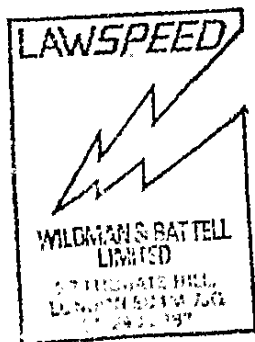
Passed the 22nd day of JULY, 1981.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company on the 22nd day of JULY, 1981, the following SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

"That, with the Registrar of Companies consent, the Company's name be changed to MABEY CONSTRUCTION (SOUTH WEST) LIMITED"

J. Brown
Chairman



NW £220
015249

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1560295 / 11

I hereby certify that

IMEX CONSTRUCTION LIMITED

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

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Given under my hand at Cardiff the

21ST AUGUST 1981

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) 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

215

1560295

Name of company

* MABEY CONSTRUCTION (SOUTH WEST) LTD

* insert full name of company

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:

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

Day Month

3 0 0 9

† 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 9 1 9 8 5

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:


See note 4c and complete as appropriate

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

_____, company number _____

the accounting reference date of which is _____

Signed



[Director][Secretary]† Date

17/7/85

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

For official Use
General Section

Post room

17 JUL 1985

Company No 1560295

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Written Resolutions of the Company pursuant to Regulation 5 of Part II
of Table A of the Companies Act 1948 as adopted

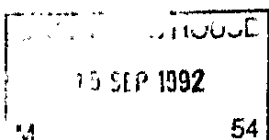
We, the undersigned, being all the members of the above named Company entitled to attend and vote at general meetings of the Company HEREBY CONSENT to the passing of the following Resolutions as to Resolutions Nos 1 and 2 as Special Resolutions and as to Resolution No 3 as an Elective Resolution of the Company in accordance with Section 381A of the Companies Act 1985 :-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be amended at clause 3 thereof by :-

(i) adopting the following new sub-clause (1) :-

"(1) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity 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



or 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 give security whether by way of mortgages, charges, liens or otherwise 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."

- (ii) adopting after the existing sub-clause (1) thereof the following new sub-clause (m) :-

"(m) To purchase and maintain for any officer of the Company, or the auditors of the Company for the time being, insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty in relation to the Company."; and

- (iii) by re-lettering the sub-clauses to take account of the foregoing changes.

2. The regulations contained in the document produced to and signed for identification by each member be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

ELECTIVE RESOLUTION

3. THAT :-

- (A) The provisions of Section 80A of the Companies Act 1985 ("the Act") shall apply, instead of the provisions of Section 80(4)

and (5) of the Act, in relation to the giving or renewal, or of the passing of this Elective Resolution, of any authority under Section 80 of the Act

(B) The Company hereby elects :-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

.....
Authorized signatory

28 April 1992
.....
Date

.....
Authorized signatory

3 September 1992
~~28 April 1992~~
.....
Date

Note : The last date of signing is the date of the passing of these Resolutions. Accordingly the above Resolutions were passed on 3 September 1992.

1560295

THE COMPANIES ACTS 1948 to 1983
and
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

(Adopted *John A. Plumb* 1992)

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these articles the regulations contained in Table "A" in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to the Company. Subject as aforesaid references herein to Table "A" shall mean references to the regulations in Table "A" aforesaid.
2. Clause 1 of Table "A" shall apply to the construction of these Articles save that "the Act" means the Companies Act 1985 and every statutory re-enactment thereof or modification thereto for the time being in force.
3. The Company is a private company limited by shares and, accordingly,
 - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the publicare prohibited.



SHARES

Share capital

4. The capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 shares of £1 each.

Directors' authority to allot

5. (1) Subject as provided in paragraphs (2), (3), (4) and (5) of this Article and without prejudice to the Directors' authority to make other allotments, including allotments of shares, securities and rights not included in the definition of relevant securities contained in section 80 of the Act, the Directors shall have general and unconditional authority in accordance with Section 80 of the Act (and any modification or re-enactment thereof) at any time to allot all relevant securities (as defined by Section 80(2) of the Act) of the Company.

(2) The nominal value of relevant securities allotted by the Directors pursuant to the authority contained in paragraph (1) of this Article shall not exceed the authorised but unissued share capital of the Company for the time being.

(3) The authority contained in paragraph (1) of this Article may at any time be varied revoked or renewed by the Company in general meeting provided that in the case of renewal the renewed authority shall expire on the earlier of the date specified in the resolution effecting such renewal and the date five years from the date of such resolution and shall state the amount of relevant securities which may be allotted under the renewed authority or, as the case may be, the amount remaining to be allotted thereunder.

(4) Subject to any variation revocation or renewal as mentioned in paragraph (3) of this Article the authority contained in paragraph (1) of this Article shall to the extent not acted on expire on the date five years from the date of adoption of these Articles.

(5) Without prejudice to whether other allotments require authority in accordance with the said Section 80, every allotment of shares in the Company pursuant to the exercise of a right to subscribe for or convert securities into shares in the Company shall not require any such authority.

(6) Notwithstanding any of the foregoing provisions, the Company shall not, and the Directors shall have no authority or power on its behalf to, make any offer, allotment or agreement to allot as prohibited by Section 81 of the Act.

6. In the exercise of the powers conferred on them by Article 5 of these Articles and before such date as is specified in Article 5(4) hereof the directors are hereby authorised pursuant to Section 91 of the Act to allot shares of the Company on such conditions and to such persons as the directors may in their absolute discretion determine and sub-section (1) of Section 89 and sub-sections (1) to (5) of Section 90 and sub-section (6) of Section 90 of the Act are hereby excluded from application to any such allotment.

Power to purchase own shares

7. In Regulation 35 of Table "A" there shall be added after the words "fresh issue of shares" the following words "and any shares so purchased may be selected by the Board in any manner whatsoever".

Transfer of Shares

8. 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. Regulation 24 of Table "A" shall be construed accordingly.

GENERAL MEETINGS

No quorum present at meeting

9. Regulation 41 of Table "A" shall not apply. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon 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 when any person or persons entitled to vote upon the business to be transacted, being a member or members or a proxy for such a member or a duly authorised representative of a corporation, shall be a quorum.

Poll

10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table "A" shall be construed accordingly.

DIRECTORS

Maximum Number of Directors

11. The number of Directors (other than Alternate Directors) shall be not less than two. Regulation 64 of Table "A" shall not apply.

Interests in contracts

12. Subject to disclosing his interest therein a Director may vote on any contract or arrangement or proposed contract or arrangement in which he is interested or upon any matter arising thereout and may be reckoned in estimating a quorum when any such contract or arrangement or proposed contract or arrangement or matter is under consideration. Regulations 94 to 98 of Table "A" shall be construed accordingly.

Special remuneration

13. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

Removal by memorandum in writing

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director and/or may by like notice appoint or remove any director as chairman of the board of directors.

Power to fill casual vacancies

15. The second and third sentences of Regulation 79 of Table "A" shall not apply.

No retirement by rotation

16. No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 of Table "A" shall not apply. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

Executive Directors

17. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an Executive Director of the Company.
- (b) The appointment of a person to be an Executive Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration or otherwise, and his office as an Executive Director shall be vacated :-
- (i) on the happening mutatis mutandis of any of the events in which it is by these presents provided that the office of a Director shall be vacated
 - (ii) if he shall cease to be in the employment of the Company in some capacity other than that of Executive Director, or
 - (iii) if he shall be removed by a resolution which shall have been passed by a majority of the Directors for the time being
- (c) The appointment, removal and remuneration of the Executive Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge and approval of the Executive Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Executive Directors, either under statute or otherwise, except with their knowledge.
- (d) The Executive Directors shall not have any right of access to the books of the Company except with the sanction of the Directors, and in calculating the number to form a quorum at any meeting of the Directors the Executive Directors present shall not be counted. Executive Directors shall not be entitled to receive notice of or attend at board meetings, except when expressly invited to do so in pursuance of a resolution passed by a majority consisting of at least three-fourths of the Directors and, when so invited to attend, shall not be entitled to vote.
- (e) The Directors may designate the Executive Directors or any of them by such other name or title in place of the word "Executive" as they may from time to time consider to be descriptive of their office and actual duties. Any Executive

Director so designated shall be entitled to describe himself accordingly and, in the absence of such designation, shall be entitled to describe himself as "Executive" Director; in signing any document which he is authorised to sign as an Executive Director he shall always after his signature add the words "Executive Director" or, if he shall have been otherwise designated, such other name or title designated to him.

Pensions and Allowances

18. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any persons or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company and may make payments towards insurance or trusts for such purpose in respect of such persons and may include rights in respect of such pensions, annuities or allowances in the terms of engagement of any such person. Regulation 87 of Table "A" shall not apply.

Telephone Participation

19. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

WINDING-UP

20. Regulation 117 of Table "A" shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

INDEMNITY AND INSURANCE

21. (1) Subject to the provisions of and so far as may be permitted by law, every director, secretary or other officer of the Company and the Auditors shall be entitled to be indemnified by the

Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

- (2) The Company may purchase and maintain for any officer of the Company or the Auditors insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

and

NEW ARTICLES OF ASSOCIATION

-of-

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Company No 1560295

Incorporated the 8th day of May 1981

Eversheds Hepworth & Chadwick
Cloth Hall Court
Infirmary Street
LEEDS
LS1 2JB

JB

Dated

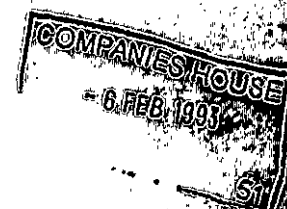
Signed

[Signature]

Director

[Signature]

1983



Company No 1560295

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Written Resolutions of the Company pursuant to Regulation 5 of Part II
of Table A of the Companies Act 1948 as adopted

We, the undersigned, being all the members of the above named Company entitled to attend and vote at general meetings of the Company HEREBY CONSENT to the passing of the following Resolutions as to Resolutions Nos 1 and 2 as Special Resolutions and as to Resolution No 3 as an Elective Resolution of the Company in accordance with Section 381A of the Companies Act 1985 :-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be amended at clause 3 thereof by :-

(i) adopting the following new sub-clause (1) :-

"(1) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity 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

or 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 give security whether by way of mortgages, charges, liens or otherwise 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."

- (ii) adopting after the existing sub-clause (1) thereof the following new sub-clause (m) :-

"(m) To purchase and maintain for any officer of the Company, or the auditors of the Company for the time being, insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty in relation to the Company."; and

- (iii) by re-lettering the sub-clauses to take account of the foregoing changes.

2. The regulations contained in the document produced to and signed for identification by each member be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

ELECTIVE RESOLUTION


3. THAT :-

- (A) The provisions of Section 80A of the Companies Act 1985 ("the Act") shall apply, instead of the provisions of Section 80(4)

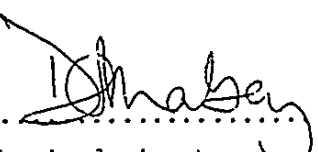
and (5) of the Act, in relation to the giving or renewal, after the passing of this Elective Resolution, of any authority under Section 80 of the Act.

(B) The Company hereby elects :-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meeting;
- (ii) pursuant to Section 365A of the Act, to dispense with the holding of Annual General Meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 269(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.


.....
Authorised signatory

28 April 1992
.....
Date


.....
Authorised signatory

3 September 1992
~~28 April 1992~~ DM.
.....
Date

Note : The last date of signing is the date of the passing of these Resolutions. Accordingly the above Resolutions were passed on 3 September 1992.

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

*MABEY CONSTRUCTION (SOUTH WEST) LIMITED

*1. The name of the Company is "MABEY CONSTRUCTION (SOUTH WEST) 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 any or all of the businesses of builders, building contractors, builders' merchants, builders' supply merchants, decorators, property repairers, contractors and jobbers, timber merchants, joiners, carpenters, turners, cabinet makers, house, shop and office fitters and furnishers, sanitary, electrical, gas, hot water, ventilating, heating, cooling, hydraulic, civil, constructional and general engineers, electricians, gas fitters, plumbers, glaziers, painters, interior and exterior decorators, slaters, tilers, roofing contractors, bricksetters, monumental masons, sculptors, quarriers, excavation and demolition contractors, hardware and general ironmongery dealers, and to manufacture, buy, sell, deal and hire in plant, machinery, tools, implements, materials, articles and things of all kinds necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.
- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

*The Company was incorporated on 8th May 1981 under the name of IMEX CONSTRUCTION LIMITED and on 31st December 1981 changed its name to MABEY CONSTRUCTION (SOUTH WEST) LIMITED.

- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity 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 or 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 give security whether by way of mortgages, charges, liens or otherwise 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.

- (m) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (n) To purchase and maintain for any officer of the Company, or the auditors of the Company for the time being, insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty in relation to the Company.
- (o) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (p) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (q) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (r) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (s) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

*MABEY CONSTRUCTION (SOUTH WEST) LIMITED

(Adopted 3rd September 1992)

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these articles the regulations contained in Table "A" in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to the Company. Subject as aforesaid references herein to Table "A" shall mean references to the regulations in Table "A" aforesaid.
2. Clause 1 of Table "A" shall apply to the construction of these Articles save that "the Act" means the Companies Act 1985 and every statutory re-enactment thereof or modification thereto for the time being in force.
3. The Company is a private company limited by shares and, accordingly,
 - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the publicare prohibited.

*The Company was incorporated on 7th May 1981 under the name of IMEX CONSTRUCTION LIMITED and on 31st December 1981 changed its name to MABEY CONSTRUCTION (SOUTH WEST) LIMITED.

SHARES

Share capital

4. The capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 shares of £1 each.

Directors' authority to allot

5. (1) Subject as provided in paragraphs (2), (3), (4) and (5) of this Article and without prejudice to the Directors' authority to make other allotments, including allotments of shares, securities and rights not included in the definition of relevant securities contained in section 80 of the Act, the Directors shall have general and unconditional authority in accordance with Section 80 of the Act (and any modification or re-enactment thereof) at any time to allot all relevant securities (as defined by Section 80(2) of the Act) of the Company.

(2) The nominal value of relevant securities allotted by the Directors pursuant to the authority contained in paragraph (1) of this Article shall not exceed the authorised but unissued share capital of the Company for the time being.

(3) The authority contained in paragraph (1) of this Article may at any time be varied revoked or renewed by the Company in general meeting provided that in the case of renewal the renewed authority shall expire on the earlier of the date specified in the resolution effecting such renewal and the date five years from the date of such resolution and shall state the amount of relevant securities which may be allotted under the renewed authority or, as the case may be, the amount remaining to be allotted thereunder.

(4) Subject to any variation revocation or renewal as mentioned in paragraph (3) of this Article the authority contained in paragraph (1) of this Article shall to the extent not acted on expire on the date five years from the date of adoption of these Articles.

(5) Without prejudice to whether other allotments require authority in accordance with the said Section 80, every allotment of shares in the Company pursuant to the exercise of a right to subscribe for or convert securities into shares in the Company shall not require any such authority.

(6) Notwithstanding any of the foregoing provisions, the Company shall not, and the Directors shall have no authority or power on its behalf to, make any offer, allotment or agreement to allot as prohibited by Section 81 of the Act.

6. In the exercise of the powers conferred on them by Article 5 of these Articles and before such date as is specified in Article 5(4) hereof the directors are hereby authorised pursuant to Section 91 of the Act to allot shares of the Company on such conditions and to such persons as the directors may in their absolute discretion determine and sub-section (1) of Section 89 and sub-sections (1) to (5) of Section 90 and sub-section (6) of Section 90 of the Act are hereby excluded from application to any such allotment.

Power to purchase own shares

7. In Regulation 35 of Table "A" there shall be added after the words "fresh issue of shares" the following words "and any shares so purchased may be selected by the Board in any manner whatsoever".

Transfer of Shares

8. 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. Regulation 24 of Table "A" shall be construed accordingly.

GENERAL MEETINGS

No quorum present at meeting

9. Regulation 41 of Table "A" shall not apply. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon 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 when any person or persons entitled to vote upon the business to be transacted, being a member or members or a proxy for such a member or a duly authorised representative of a corporation, shall be a quorum.

Poll

10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table "A" shall be construed accordingly.

DIRECTORS

Maximum Number of Directors

11. The number of Directors (other than Alternate Directors) shall be not less than two. Regulation 64 of Table "A" shall not apply.

Interests in contracts

12. Subject to disclosing his interest therein a Director may vote on any contract or arrangement or proposed contract or arrangement in which he is interested or upon any matter arising thereout and may be reckoned in estimating a quorum when any such contract or arrangement or proposed contract or arrangement or matter is under consideration. Regulations 94 to 98 of Table "A" shall be construed accordingly.

Special remuneration

13. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

Removal by memorandum in writing

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director and/or may by like notice appoint or remove any director as chairman of the board of directors.

Power to fill casual vacancies

15. The second and third sentences of Regulation 79 of Table "A" shall not apply.

No retirement by rotation

16. No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 of Table "A" shall not apply. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

Executive Directors

17. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an Executive Director of the Company.
- (b) The appointment of a person to be an Executive Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration or otherwise, and his office as an Executive Director shall be vacated :-
- (i) on the happening mutatis mutandis of any of the events in which it is by these presents provided that the office of a Director shall be vacated
 - (ii) if he shall cease to be in the employment of the Company in some capacity other than that of Executive Director, or
 - (iii) if he shall be removed by a resolution which shall have been passed by a majority of the Directors for the time being
- (c) The appointment, removal and remuneration of the Executive Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge and approval of the Executive Directors, excepting that no act shall be done that would impose any personal liability on any or all of the Executive Directors, either under statute or otherwise, except with their knowledge.
- (d) The Executive Directors shall not have any right of access to the books of the Company except with the sanction of the Directors, and in calculating the number to form a quorum at any meeting of the Directors the Executive Directors present shall not be counted. Executive Directors shall not be entitled to receive notice of or attend at board meetings, except when expressly invited to do so in pursuance of a resolution passed by a majority consisting of at least three-fourths of the Directors and, when so invited to attend, shall not be entitled to vote.
- (e) The Directors may designate the Executive Directors or any of them by such other name or title in place of the word "Executive" as they may from time to time consider to be descriptive of their office and actual duties. Any Executive

Director so designated shall be entitled to describe himself accordingly and, in the absence of such designation, shall be entitled to describe himself as "Executive" Director; in signing any document which he is authorised to sign as an Executive Director he shall always after his signature add the words "Executive Director" or, if he shall have been otherwise designated, such other name or title designated to him.

Pensions and Allowances

18. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any persons or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company and may make payments towards insurance or trusts for such purpose in respect of such persons and may include rights in respect of such pensions, annuities or allowances in the terms of engagement of any such person. Regulation 87 of Table "A" shall not apply.

Telephone Participation

19. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

WINDING-UP

20. Regulation 117 of Table "A" shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

INDEMNITY AND INSURANCE

21. (1) Subject to the provisions of and so far as may be permitted by law, every director, secretary or other officer of the Company and the Auditors shall be entitled to be indemnified by the

Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

- (2) The Company may purchase and maintain for any officer of the Company or the Auditors insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN WILDMAN,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

MARK JOHN BRAZIER,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

DATED this 31st day of March 1981.

WITNESS to the above signatures -

P.C. TILBURY,
33 Ludgate Hill,
London, EC4M 7JQ.
Company Director.

Notice of increase in nominal capital

852
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

1560295

Name of company

*Insert full name
of company

• MABEY CONSTRUCTION (SOUTH WEST) LIMITED

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

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31st August 1993 the nominal capital of the company has been increased by £ 22,939,000 beyond the registered capital of £ 1,000.

A copy of the resolution authorising the increase is attached.

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:

PARI PASSU WITH EXISTING ORDINARY SHARES

**Please tick here if
continued overleaf**

~~5Delete as appropriate~~

Signed

SMC

1/ [Director] [Secretary] Date 14/9/93

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

EVERSHEDS HEPWORTH &
CHADWICK
CLOTH HALL COURT
INFIRMARY STREET
LEEDS
LS1 2JB

For official use

General section

[Post room

COMPANIES
PR33
18 SEP 1993
HOUSE

Company No 1560295

THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Passed the 31st day of August 1993

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Scout Hill Ravensthorpe Dewsbury WF13 3EJ on Tuesday the 31st day of August 1993 the following Resolution No 2 was duly passed as a Special Resolution of the Company :-

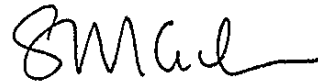
SPECIAL RESOLUTIONS

2. THAT :-

- (1) The authorised share capital of the Company be and is hereby increased from £1,000 divided into 1,000 Ordinary Shares of £1 each to £22,940,000 divided into 22,940,000 Ordinary Shares of £1 each by the creation of an additional 22,939,000 Ordinary Shares of £1 each, such new shares to rank pari passu as one class with the existing Ordinary Shares of £1 each.
- (2) For the purposes of Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £22,939,996 Provided that this authority shall expire five years after the passing of this Resolution.
- (3) The Directors (being generally authorised by paragraph (2) of this Resolution for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered



pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot for cash 22,939,996 ordinary shares of £1 each in the capital of the Company and that the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot Provided that this authorisation shall expire five years after the passing of this Resolution.



Chairman

Company No 1560295

THE COMPANIES ACTS 1948 to 1983
and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

Passed the 31st day of August 1993

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Scout Hill Ravensthorpe Dewsbury WF13 3EJ on Tuesday the 31st day of August 1993 the following Resolutions Nos 1 and 2 were duly passed as Special Resolutions of the Company :-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to :-

"MABEY ENGINEERING (HOLDINGS) LIMITED".

x *Smad*

Chairman



59606/AFR



250

Noted

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1560295

I hereby certify that

MABEY CONSTRUCTION (SOUTH WEST) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MABEY ENGINEERING (HOLDINGS) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 7 DECEMBER 1993

P. Bevan
P. BEVAN

an authorised officer