

Company Number 1794610

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CAPPER PIPE SERVICES LIMITED

By written resolution pursuant to Article 8 of the Company's Articles of Association and dated Wednesday 25th August 1993 the following resolution was passed as a special resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the printed document attached hereto and for the purposes of identification initialled by the Secretary be approved and adopted as the Memorandum and Articles of Association of the company in substitution for and to the exclusion of the existing Memorandum and Articles of Association.



SECRETARY



COMPANY NUMBER 1794610

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
CAPPER PIPE SERVICES LIMITED

(Incorporated 24th February 1984)

(New Memorandum and Articles of Association
adopted on 25th August 1993)



(A)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION


of

CAPPER PIPE SERVICES LIMITED



1. The name of the Company is CAPPER PIPE SERVICES LIMITED. *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (i) To acquire and carry on in particular the business of erectors and installers heretofore carried on by any Company belonging to the Group of Companies of which Capper Neil PLC is the Parent Company or any company undertaking a similar business and for that purpose to enter into agreements with any of the said companies.
 - (ii) To carry on business as manufacturers, erectors, installers, maintainers and repairers of, and dealers in pipes, cables, tubing, radiators, boilers, furnaces, motors, turbines, economisers, engines, pumps, air receivers, hydraulic plant and apparatus, heating and ventilating plant, apparatus and equipment, refrigerators and cold storage plant, machinery and equipment, electrical apparatus, equipment and supplies, scaffolding, handrails, sheds, buildings and other structures, house, office and shop furniture, fittings and fixtures, engineers' requisites and supplies, and metal goods of every description.
 - (iii) To carry on business as structural steel engineers, steel makers, refiners and rollers, ironmasters, ironfounders, ironworkers, blast furnace proprietors, brassfounders, metal makers refiners and workers, welders, galvanisers, jappers, annealers, enamellers, electro and chromium platers, polishes, cellulose sprayers, hydraulic engineers, mechanical engineers, motor engineers, electrical engineers, constructional engineers, general engineers, mill furnishers, wheelwrights, joiners, woodworkers, carpenters, builders and contractors, haulage contractors, proprietors of garages and service stations, and contractors generally.

* The Company was incorporated on 24th February, 1984, as "BUILDTILE LIMITED". The name of the Company changed to "CAPPER PIPE SERVICE COMPANY (PBW) LIMITED" on 24th July, 1984, and on the 1st day of October 1990, it was further changed to the above.

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- (b) To carry on any other business whatsoever which can in the opinion of the Directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on, or which is calculated directly or indirectly to develop any business which the Company is authorised to carry on, or to increase the value of, or turn to account, any of the Company's assets, property or rights.
 - (c) To pay preliminary expenses of the Company, and of any company formed or promoted by the Company.
 - (d) To acquire the whole or any part of the business, property and liabilities of any company or person possessed of property suitable for the purposes of the Company, or carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to undertake and carry on or to liquidate and wind up any such business.
 - (e) To establish or promote, or concur in establishing or promoting, any company for the purposes of acquiring the whole or any part of the property, business or undertaking of the Company or for furthering any of the objects of the Company, and to acquire and hold any shares, stock, securities or debentures of, or other investments in, any such company and to issue, place underwrite or guarantee, or concur in issuing, placing, underwriting or guaranteeing, the subscription for any shares, stock, securities or debentures of, or other investments in, any company whatsoever.
 - (f) To acquire and hold any shares, stock securities or debentures of, or other investments in, any company having objects wholly or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
 - (g) To amalgamate with any other company whose objects include carrying on any business which the Company is authorised to carry on, and to re-construct the Company in any manner.
 - (h) To sell, lease, grant licences, easements and other rights over and in any other manner dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Directors may think fit.
 - (i) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on.
 - (j) To construct, maintain, alter, enlarge or replace any buildings, works, plant and machinery for any purpose in connection with any business which the Company is authorised to carry on.

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- (k) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock, shares, securities or debentures of, or other investments in, any company as the Directors may think fit, and to accept any stock, shares, securities, debentures of, or other investments in, any company as the Directors may think fit in payment or part payment of any obligation of any company.
 - (l) To vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
 - (m) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, any such property rights and information.
 - (n) To receive money on deposit or loan (with or without allowance of interest) and to borrow, raise or secure the payment of money by mortgage, charge lien or other security, or by the issue of debentures or debenture stock (perpetual or otherwise) or in any other manner either with or without security, and to mortgage, charge or give other security over all or any of the property or assets of the Company (whether present or future including its uncalled capital) to support any obligation of the Company or any other company or person, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
 - (o) To make advances to any company, firm or person with or without security and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium of and any dividends or interests on any stocks, shares, or securities or other obligations of any nature whatsoever (including, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said section, of the Company or of the Company's holding company, or otherwise associated with the Company in business and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantees or otherwise.
 - (p) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind, by placing the same on deposit or in any other manner.

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- (q) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (r) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax, and to surrender or claim or make payments in respect of any other like or similar relief, and to enter into and carry into effect any agreement for such purposes.
 - (s) To enter into and carry into effect any agreement or arrangement for the sharing of profits or for the conduct of any business of the Company in association with or through the agency of any other company or person, any joint adventure, or any other agreement of a like nature with any company or person.
 - (t) To take all necessary or proper steps in Parliament or with national, local, municipal or other authorities in any place in which the Company may have interests, for the purpose of furthering the interests of the Company or of its members; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members; and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
 - (u) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purpose which in the opinion of the Directors is likely directly or indirectly to further objects of the Company or the interest of its members.
 - (v) To grant pensions or gratuities to, and provide for the welfare of, any persons who are or at any time have been employees, officers or Directors of the Company, or the predecessors in any business of the Company or of any company in which the Company is in any way interested, and the families, relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members; and to make payments towards insurances; to institute or contribute to pension schemes; and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees; and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees, including officers and Directors.
 - (w) To undertake and carry on the office and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of or for any company or person, scheme, trustfund, state and municipal government or other such body; to undertake and execute any trust or discretion, and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto any income, capital or annuity in money or specie in furtherance of any trust.

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- (x) To do all or any of the things and matters contained in this Memorandum of Association in any part of the world alone or in conjunction with others and as principal, agent, independent contractor, trustee, or otherwise.
 - (y) To do all such other things as the Directors may think incidental or conducive to any of the above objects.

And it is hereby declared that each of the sub-clauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause, and further that each such sub-clause shall be in no way limited or restricted by reference to or inference from the terms of any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000,000 divided into 10,000,000 Shares of 10 pence each. *

* By Special Resolution passed on the 10th day of April 1984, the share capital of the Company was increased from £100 to £50,000 divided into 50,000 shares of £1 each.

By Ordinary Resolutions passed on the 25th day of March 1986, the share capital was subdivided from £1 shares to 10 pence shares and increased from £50,000 to £1,000,000 divided into 10,000,000 shares of 10 pence each.

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

NAMES, ADDRESSES & DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

Michael Richard Counsell,
15 Pembroke Road,
Bristol,
BS99 7DX

ONE

Commercial Manager

Christopher Charles Hadler,
15 Pembroke Road,
Bristol,
BS99 7DX.

ONE

Commercial Manager

TOTAL SHARES TAKEN

TWO

Dated the 2nd January 1984

Witness to the above signatures:

Errol Sandiford,
15 Pembroke Road,
Bristol,
BS99 7DX.

Clerk

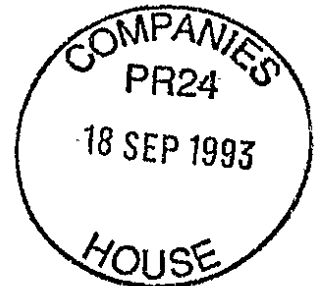
COMPANY NUMBER 1794610

THE COMPANIES ACTS 1948 TO 1980

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
CAPPER PIPE SERVICES LIMITED



PRELIMINARY

1. The Company is a private company and subject as hereinafter provided and except where the same are varied by or are inconsistent with these presents the Regulations contained in Table "A" in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company.

SHARE CAPITAL

2. Subject to the provisions of the Companies Act 1985 (hereinafter called "the Act") the shares comprising the initial share capital of the Company and all securities convertible into shares shall for a period of five years from the date of incorporation of the Company be at the disposal of the Directors, who may during such period allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper. Sections 89(1), 90(1) to (5) and 90(6) of the Act shall not apply to the Company.

LIEN

3. Regulation 8 of Table "A" shall be read and construed as if the words "(not being a fully paid share)" were deleted therefrom and the Company shall, in addition to the lien conferred by the said Regulation, have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of a single person for all the monies presently payable by him or by his estate to the Company.

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PROCEEDINGS AT GENERAL MEETINGS

4. Regulation 46 of Table "A" shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were deleted.

5. In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote and Regulation 50 of Table "A" shall apply accordingly.

PROXIES

6. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarily or in some way approved by the Directors may be deposited at the office or at such other place within the United Kingdom as is specified in the Notice convening the meeting immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Regulation 62 of Table 'A' shall not apply.

NUMBER OF DIRECTORS

7. Unless and until otherwise determined by the Company in general meeting the number of Directors (other than alternate Directors) shall be not less than two in number. Regulation 64 of Table "A" shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

8. The Directors shall (except in the case of the first Directors) be appointed and shall (in every case) be subject to removal from office by the Company in general meeting or by instrument in writing signed by or on behalf of the holders of a majority of shares for the time being issued and entitling the holders thereof to attend and vote at general meetings of the Company. Every appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the Company. Regulations 78 and 79 and paragraph (e) of Regulation 81 of Table "A" shall not apply.

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RETIREMENT OF DIRECTORS

9. The provisions of Section 293(2) to (6) of the Act shall not apply.

10. Regulations 73 to 78 inclusive of Table "A" shall not apply and in Regulation 79 of Table "A" the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting" shall be omitted.

PROCEEDINGS OF DIRECTORS

11. In the case of an equality of votes at a meeting of Directors or of a committee of Directors the chairman shall have a second casting vote and the fifth sentence of Regulation 88 of Table "A" shall apply accordingly.

12. Subject to the provisions of these presents the continuing directors or a sole continuing Director may act notwithstanding any vacancy in their body. Regulation 90 of Table "A" shall not apply.

13. Subject to the provisions of these presents a Director shall be entitled to vote in respect of any transaction or arrangement in which he is interested, and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 of Table "A" shall not apply.

NOTICES

14. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a pre-paid letter (and in the case of an address not in the Continent of Europe in a pre-paid airmail letter) addressed to such member at his address as appearing in the register of members. Any notice or other document if served by post shall be deemed to have been served at the time when the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, pre-paid and posted. Regulations 112 and 115 of Table "A" and the words "within the United Kingdom" in Regulation 116 of Table "A" shall not apply.