

No. 2042076

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

COSTAIN ALCAIDESA LIMITED

Incorporated 30 July 1986

25 October 1996



Number of Company: 2042076

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

COSTAIN ALCAIDESA LIMITED

Passed 25 October 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 25 October 1996, the subjoined Resolution was duly passed, viz:-

RESOLUTION

That the capital be hereby increased from £30,000,000 to £35,000,000 by the creation of 5,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares.

That the directors be hereby generally and unconditionally authorised until 24 October 2001 to allot relevant securities (within the meaning of Section 80 Companies Act 1985) up to an aggregate nominal amount of £5,000,000.



.....SECRETARY.



The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 2 (2) of the Companies Act 1985)

OF

DOSTAIN ALCAIDESA LIMITED

Passed 31 JULY 1992

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

111 Westminster Bridge Road, London SE1 7UE

on the 31 day of July, 1992, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That Section 39(1) Companies Act 1985 shall not apply to the Company.

Signature



..... SECRETARY

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 2042076
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

COSTAIN ALCAIDESA LIMITED

Passed 31st July, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE

on the 31st day of July, 1991, the subjoined
ELECTIVE RESOLUTION was duly passed, viz.:—

RESOLUTION

Pursuant to Section 252 to dispense with the laying
of accounts and reports before the company in
general meeting.



Signature.....

SECRETARY

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

Number of 2042076
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF
COSTAIN ALCAIDESA LIMITED

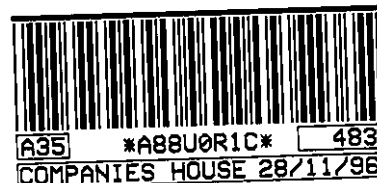
Passed 31 January, 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE
on the 31st day of January, 1991, the subjoined
ELECTIVE RESOLUTION was duly passed, viz.:—

RESOLUTION

Pursuant to Section 366A to dispense with the holding
of annual general meetings.

Pursuant to Section 386 to dispense with the obligation
to appoint auditors annually.



Signature.....
CHAIRMAN
.....

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE:—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2042076

I hereby certify that

BRAMDEAN BUILDERS LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 26TH MARCH 1987

an authorised officer



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2042076

I hereby certify that

BRAMDEAN BUILDERS LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

30TH JULY 1986

A handwritten signature in dark ink, appearing to read 'E. J. Jones'.

MRS. E. J. JONES

an authorised officer

No: 2042076

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF: COSTAIN ALCAIDESA LIMITED

INCORPORATED: 30TH JULY 1986

COMPANY NUMBER: 2042076

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

(A) (1) To carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies, corporations or undertakings in which this Company is a member or participant or which are controlled by or associated with this Company in any manner, to assist financially, subsidise or enter into subvention agreements with any such companies, corporations or undertakings and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff, office accommodation or social or welfare services and facilities, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of the businesses carried on by any such companies, corporations or undertakings.

(2) To purchase, sell, take on lease or in exchange, or otherwise acquire and deal in any lands or buildings wherever situate, or rights and interests therein, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof, and to construct and erect houses, flats, shops, factories, offices, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings, to plant, drain or otherwise improve the land or any part thereof; and to improve and fix electric, gas and water fittings and to carry on business as builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds.

(3) To purchase or otherwise acquire hold as an investment and deal in shares, debentures, stocks, bonds, scrip or other securities, businesses, policies of insurance, patents, copyrights and such other property real or personal and rights and interest in property.

(4) To carry on business as bankers, financiers, capitalists, concessionaires, commercial agents, mortgage brokers, financial agents and advisers, insurance agents, estate agents, business transfer agents and to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements in respect of any property or assets.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property; whether tangible or intangible and whatsoever situate, which the Company may think to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

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

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any person, firm or company of any obligation undertaken by the Company or by any other person, firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring exclusive or non-exclusive limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company as the case may be.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its businesses in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K)* To grant indemnities of every description and to undertake obligations of every description.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any persons, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company 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.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(O) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

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

(S) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trust and schemes calculated to benefit the Directors, ex-Directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments toward insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

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

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

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

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1-00 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

N.B. By Ordinary Resolution passed 14th April 1987 the capital of the Company was increased from £1,000 to £3,500,000 by the creation of 3,499,000 Ordinary Shares of £1 each forming a single class with the existing 1,000 Ordinary Shares of £1 each.

N.B. By Ordinary Resolution passed 31 July 1992 the capital of the Company was increased from £3,500,000 to £20,000,000 by the creation of 16,500,000 Ordinary Shares of £1 each forming a single class with the existing 3,500,000 Ordinary Shares of £1 each.

N.B. By Ordinary Resolution passed 1 December 1993 the capital of the Company was increased from £20,000,000 to £30,000,000 by the creation of 10,000,000 Ordinary Shares of £1 each forming a single class with the existing 20,000,000 Ordinary Shares of £1 each.

N.B. By Ordinary Resolution passed 25 October 1996 the capital of the Company was increased from £30,000,000 to £35,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each forming a single class with the existing 30,000,000 shares of £1 each.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED	ONE
ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED	ONE
	TOTAL SHARES TAKEN TWO

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 7 November 1995)

of

COSTAIN ALCAIDESA LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CERTIFICATES

3. In the second sentence of Regulation 6 of Table A the words "sealed with the seal" shall be omitted and replaced by "executed under seal or as permitted by Section 36A of the Companies Act 1985 or otherwise as permitted by law from time to time".

LIEN

4. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

5. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

6. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

7. The second sentence of Regulation 79 shall not apply to the Company.
8. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

9. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INDEMNITY

10. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ASSOCIATE DIRECTORS

11. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this Article as the Directors shall decide; 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 or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office of an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall be at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

PRE-EMPTION RIGHTS

12. Section 89(1) of the Companies Act 1985 shall not apply to the Company.