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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

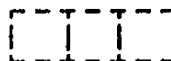
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

• BRAMDEAN BUILDERS LIMITED

Insert full
name of Company

I, RODERICK WHALLEY A DIRECTOR/AUTHORISED SIGNATORY OF ELDON
TANFIELD HOUSE SECRETARIAL LIMITED
of 20/24 TANFIELD ROAD
CROYDON, SURREY. CR9 3UL

delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 ROWE RADCLIFFE & CO
96/98 BRIGHTON ROAD
COULSDON, SURREY

Declarant to sign below

ELDON SECRETARIAL LIMITED

the FIRST day of MAY
One thousand nine hundred and EIGHTY SIX
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.

(AN AUTHORISED SIGNATORY/
DIRECTOR OF ELDON
SECRETARIAL LIMITED)

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

Post room

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**THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES**

MEMORANDUM
OF ASSOCIATION OF

BRAMDEAN BUILDERS LIMITED

INCORPORATED

COMPANY NUMBER

2042076



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

(A) (1) To carry on the trades or businesses of builders, bricklayers, stonemasons, demolition contractors, painting contractors, shop front fitters, painters, plasterers, decorators, french polishers, paperhangers, sanitary engineers, plumbers, joiners, carpenters, engineers, electricians, lime and cement merchants, roofing contractors; erectors, constructors, decorators, repairers, cleaners and finishers of buildings, erections, constructions and works of all kinds.

(2) To develop any lands or buildings wherever situate as a building estate and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon and to lay out roads, pleasure gardens and recreation grounds; to purchase, sell, hold, take on lease or in exchange or otherwise acquire and hold any lands or buildings wherever situate or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof.

(3) To carry on business as builders' and decorators' merchants and as manufacturers, exporters, importers, hirers, wholesalers, retailers, mail order dealers and workers in plastic and metal structures of all kinds, tools, machinery, granite, marble, alabaster, steel, iron, metal, wood, timber, stone, bricks, gravel, clay, china, porcelain, terra cotta, earthenware, tiles, pipes, mosaics, cement, lime, slates, windows, doors, shutters, wall board, papers, basins, cisterns, locks, bolts, stoves, baths, sanitaryware, household fittings, damp course materials, paint of all kinds, varnish, enamel, cellulose, putty, glass, distemper, wallpaper, brooms, brushes, hardware, furniture, upholstery, builders and decorators plant, material, requisites, fittings and articles of every description.

Handwritten notes and stamps: "L150", "Muel", "00199", and a circular stamp with "64" and "OFFICE" visible.

(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 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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts 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.

(S) 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.

(T) 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.



(U) 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.

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
<p>ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p></p> <p>A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED</p>	ONE
<p>ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p></p> <p>A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED</p>	ONE
	<p>TOTAL SHARES TAKEN</p> <p>TWO</p>

DATED the 1st May 1986

WITNESS to the above signatures:


MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

BRAMDEAN BUILDERS LIMITED

ARTICLES OF ASSOCIATION

2042070 PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Schedule to the Companies (Tables A to F) regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.

2. Regulations 8, 24, 64, 73 to 75 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company but Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

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 public (within the meaning given to that expression by sections 58 to 60 of the Act are prohibited.)

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being issued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on

receipt of an intimation from the members to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. Save in the circumstances set out in the next succeeding Article, the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided:-

(a) Any share may be transferred to a person who is already a member of the Company

(b) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his Will

(c) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(d) Any share may be transferred to the personal representatives of a deceased member or to the trustee in Bankruptcy of a member pursuant to the provisions of Regulation 30 of Table A.

Provided always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share or shares (i) on which the Company has a lien; (ii) to any infant, bankrupt or person of unsound mind; or (iii) unless the Transfer (a) is lodged at the office or at such other place as the Directors may appoint and is accompanied by the Certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (b) is in respect of only one class of share; and (c) is in favour of not more than four transferees.

GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of section 372(3) of the Act as to the giving of information to members in regard to their right to appoint proxies.

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors (other than alternate directors) shall not be less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not be required to hold any share qualification.

11. The first Director or Directors of the Company shall be the person or persons as named the first Director or Directors of the Company in the statement delivered under Section 10 (2) of the Act.

12. An alternative Director may be removed from office at any time by the Director appointing him or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting and regulation 65 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. Directors shall not be liable to retire by rotation.

14. Regulations 76 to 79 inclusive and 84 of Table A shall be modified by the exclusion of references therein to the retirement of directors by rotation.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. Paragraph (e) of regulations 81 of Table A shall not apply.

16. A person may be appointed a director and may continue in office notwithstanding that he has attained the age of 70.

17. A Director may vote on any resolution concerning a matter in which he has directly or indirectly an interest or duty which conflicts or may conflict with the interest of the Company and he shall be counted in the quorum present at a meeting in relation to such a resolution.

18. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under section 10 (2) of the act.

NOTICES

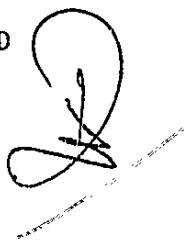
19. If an envelope containing a notice is posted by pre-paid First Class Mail, the notice shall be deemed to be given at the expiration of 24 hours after the envelope was posted. If such an envelope is posted by any other class of pre-paid mail, the notice shall be deemed to be given at the time at which the envelope would be delivered in the ordinary course of post. Regulation 115 of Table A shall be modified accordingly.

INDEMNITY

20. In addition to the indemnity contained in regulation 118 of Table A but subject to the provisions of Section 310 of the Act every director, or other officer or, auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office or employment.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY



A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED


ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY



A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:



MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

2042076

Name of company

* insert full name
of company

* BRAMDEAN BUILDERS LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

TANFIELD HOUSE, 22/24 TANFIELD ROAD,
CROYDON, SURREY.

Postcode CR9 3UL

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

B.E. MADAGAN AND CO., TANFIELD HOUSE,
22/24 TANFIELD ROAD, CROYDON, SURREY.

Postcode

Number of continuation sheets attached (see note 1)

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

For official Use
General Section

Post room

The name and particulars of the person who is to be the first director of the company is as follows;

Please do not write in this margin

Name (note 3) ELDON EXECUTIVES LIMITED		Business occupation MANAGEMENT COMPANY
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) TANFIELD HOUSE, 22-24 TANFIELD ROAD CROYDON, SURREY.		Date of birth (where applicable) (note 6)
	Postcode	CR9 3UL
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date 1st May 1986

† enter particulars of other directorships held or previously held (see note 6) if this space is insufficient use a continuation sheet

A duly authorised officer of Eldon Executives limited
The name and particulars of the person who is to be the first secretary of the company is as follows;

Name (notes 3 & 7) ELDON SECRETARIAL LIMITED		
Previous name(s) (note 3)		
Address (notes 4 & 7) TANFIELD HOUSE, 22-24 TANFIELD ROAD, CROYDON, SURREY		
	Postcode	CR9 3UL
I consent to act as secretary of the company named on page 1		
Signature		R. WHALLEY Date 1st May 1986

A duly authorised officer of Eldon Secretarial Limited

Signature of agent on behalf of subscribers		R. WHALLEY	Date 1st May 1986
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FILE COPY



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 cursive script, appearing to read 'E. J. Jones'.

MRS. E. J. JONES
an authorised officer

NUMBER OF COMPANY - 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BRAMDEAN BUILDERS LIMITED

PASSED 9TH MARCH 1987

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held at Costain House, West Street, Woking on 9th March 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

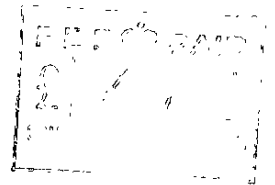
RESOLUTION

THAT the name of the Company be and is hereby changed to:-

"COSTAIN ALCAIDESA LIMITED"

John N. Sell
.....
Chairman

0704X



*L15 40
668763*



FILE COPY



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

M. Ikram Dar
M. IKRAM DAR

an authorised officer

Number of } 2042076
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

BRAMDEAN BUILDERS LIMITED

Passed 5th March , 19 87

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at Tanfield House,
22-24, Tanfield Road,
Croydon, CR9 3UL, Surrey.

on the 5th day of March , 1987, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the Memorandum and Articles of Association be completely
deleted and replaced by the attached print annexed hereto and
for the purpose of identification initialled by the Chairman.

Signature.....

ELIOT & CO. LTD.

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).



THE COMPANIES ACTS 1985 COMPANY LIMITED BY SHARES



MEMORANDUM
OF ASSOCIATION OF

BRAMDEAN BUILDERS LIMITED

INCORPORATED

30TH JULY, 1986

COMPANY NUMBER

2042076

1. The name of the Company is **BRAMDEAN BUILDERS 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 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.

(2) To purchase or otherwise acquire hold as an investment and deal in shares, debenture, 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.

(3) 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.

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(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 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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts 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.

(S) 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.

(T) 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.

(U) 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. ✓

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
<p>ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED</p>	ONE
<p>ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED</p>	<p>ONE</p> <p>TOTAL SHARES TAKEN TWO</p>

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

BRAMDEAN BUILDERS LIMITED

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Schedule to the Companies (Tables A to F) regulations 1985 (hereinafter referred to as 'Table A'), shall apply to the Company.
2. Regulations 8, 24, 64, 73 to 75 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company but Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

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 public (within the meaning given to that expression by sections 58 to 60 of the Act are prohibited.)
4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.
5. Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being issued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on

receipt of an intimation from the members to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. Save in the circumstances set out in the next succeeding Article, the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided:-

(a) Any share may be transferred to a person who is already a member of the Company

(b) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his Will

(c) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(d) Any share may be transferred to the personal representatives of a deceased member or to the trustee in Bankruptcy of a member pursuant to the provisions of Regulation 30 of Table A.

Provided always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share or shares (i) on which the Company has a lien; (ii) to any infant, bankrupt or person of unsound mind; or (iii) unless the Transfer (a) is lodged at the office or at such other place as the Directors may appoint and is accompanied by the Certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (b) is in respect of only one class of share; and (c) is in favour of not more than four transferees.

GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of section 372(3) of the Act as to the giving of information to members in regard to their right to appoint proxies.

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors (other than alternate directors) shall not be less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not be required to hold any share qualification.

11. The first Director or Directors of the Company shall be the person or persons as named the first Director or Directors of the Company in the statement delivered under Section 10 (2) of the Act.

12. An alternative Director may be removed from office at any time by the Director appointing him or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting and regulation 65 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. Directors shall not be liable to retire by rotation.

14. Regulations 76 to 79 inclusive and 84 of Table A shall be modified by the exclusion of references therein to the retirement of directors by rotation.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. Paragraph (e) of regulations 81 of Table A shall not apply.

16. A person may be appointed a director and may continue in office notwithstanding that he has attained the age of 70.

17. A Director may vote on any resolution concerning a matter in which he has directly or indirectly an interest or duty which conflicts or may conflict with the interest of the Company and he shall be counted in the quorum present at a meeting in relation to such a resolution.

18. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under section 10 (2) of the act.

NOTICES

19. If an envelope containing a notice is posted by pre-paid First Class Mail, the notice shall be deemed to be given at the expiration of 24 hours after the envelope was posted. If such an envelope is posted by any other class of pre-paid mail, the notice shall be deemed to be given at the time at which the envelope would be delivered in the ordinary course of post. Regulation 115 of Table A shall be modified accordingly.

INDEMNITY

20. In addition to the indemnity contained in regulation 118 of Table A but subject to the provisions of Section 310 of the Act every director, or other officer or, auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office or employment.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

NUMBER OF COMPANY - 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COSTAIN ALCAIDESA LIMITED
(formerly Bramdean Builders Limited)

PASSED 9TH MARCH 1987

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held at Costain House, West Street, Woking on 9th March 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That paragraph 3(A) of the Memorandum of Association of the Company be and it is hereby amended by redesignating sub-paragraphs (A)(1)(2) or (3) as sub-paragraphs (A)(2), (3) and (4) and by inserting a new sub-paragraph (A)(1) as follows:-

"(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."

..... Peter Wood
Chairman



NUMBER OF COMPANY - 2042076

12
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

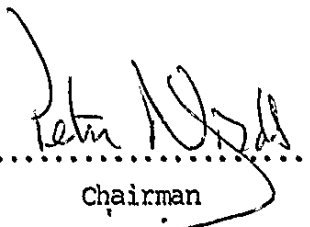
COSTAIN ALCAIDESA LIMITED
(formerly Bramdean Builders Limited)

PASSED 9TH MARCH 1987

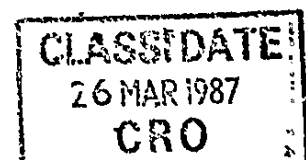
AT an Extraordinary General Meeting of the above-named Company, duly convened, and held at Costain House, West Street, Woking on 9th March 1987, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

"That the regulations contained in the printed document produced to the Meeting and signed by the Chairman for identification purposes be and they are hereby adopted as the Articles of Association of the Company."


.....
Chairman

0706X



No: 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 9th March 1987)
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.

SHARES

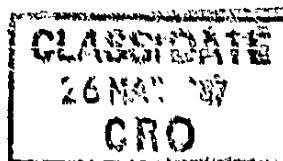
3. Subject to the provisions of the Act and of these Articles the Directors of the Company are authorised during the period of five years from the 9th March 1987 to allot, issue or grant options over any relevant securities (as defined in Section 80 of the Companies Act 1985) and may determine the rights to be attached thereto and the terms upon which they are to be allotted, issued or made the subject of such options. The authority hereby conferred extends to the whole of the authorised but unissued capital of the Company 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.



Peter N. G. 20
9th March 1987

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.

John D. Hall
9th March 1917

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

Peter Lloyd
of the Norwich

G

COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)**224**Please do not
write in
this margin

Pursuant to section 224 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

--	--	--	--	--

2 042 076

Name of company

* insert full name
of company

*	BRAMDEAN BUILDERS LIMITED
---	---------------------------

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**Important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	1	2
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

30 June

Day Month

3	0	0	6
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

† Delete as
appropriate

Signed



[Director] [Secretary] † Date 10th March 1987

Presenter's name address and
reference (if any):COSTAIN GROUP PLC
111 Westminster Bridge
Road, London SE1 7UE

SCTY.CNH

For official Use

General Section

Post room



6515
Number of } 2042076 / 14
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

COSTAIN ALCAIDESA LIMITED

Passed 14th April, 1987

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

on the 14th day of April, 1987, the subjoined
RESOLUTION was duly passed, viz.:—

RESOLUTION

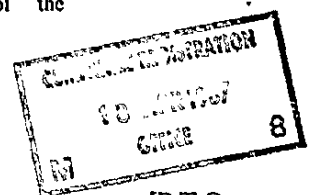
That the capital of the Company be and is hereby
increased from £1,000 to £3,500,000 by the creation
of 3,499,000 Ordinary Shares of £1 each forming a
single class with the existing 1,000 Ordinary Shares
of £1 each.

Signature



CHAIRMAN

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



[P.T.O.]

Pursuant to section 123 of the Companies Act 1985

*Insert full name
of company

For official use Company number

115

2042076

Name of company

* COSTAIN ALCAIDESA LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 14th April 1987 the nominal capital of the company has been increased by £ 3,499,000 beyond the registered capital of £ 1,000.

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

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:

forming a single class with the existing 100 Ordinary Shares of £1

Please tick here if
continued overleaf

5Delete as appropriate

Signed

{Director}[Secretary]\$ Date 16th April 1987

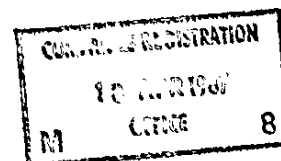
Presenter's name, address and
reference (if any):
GOSTAIN GROUP PLC
111 Westminster Bridge
Road, London SE1 2UF

SETY.CNH

For official use

General section

! Post room



Number of } 2042076
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

COSTAIN ALCAIDESA LIMITED

Passed 14th April, 1987

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

on the 14th day of April, 1987, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

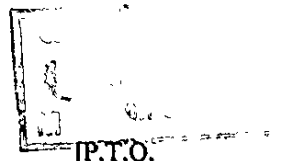
RESOLUTION

That Section 95 of the Companies Act 1985 shall not
apply to the Company.

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

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

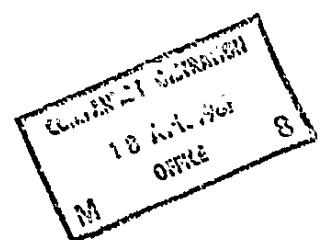
NOTE.—To be filed within 15 days after the passing of the Resolution(s).



No. 2042076

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
COSTAIN ALCAIDESA LIMITED

Incorporated the 30th day of July, 1986



16. 4.87 .



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 1957 as a
private company and that the Company is limited.

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

30TH JULY 1986

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 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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts 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.

(S) 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.

(T) 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.

(U) 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.

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
<p>ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED</p>	ONE
<p>ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED</p>	<p>ONE</p> <p>TOTAL SHARES TAKEN TWO</p>

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

No: 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 9th March 1987)
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.

SHARES

3. Subject to the provisions of the Act and of these Articles the Directors of the Company are authorised during the period of five years from the 9th March 1987 to allot, issue or grant options over any relevant securities (as defined in Section 80 of the Companies Act 1985) and may determine the rights to be attached thereto and the terms upon which they are to be allotted, issued or made the subject of such options. The authority hereby conferred extends to the whole of the authorised but unissued capital of the Company 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY



Peat Marwick McLintock

2042074

PO Box 488
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 071-236 8000
Telex 8811541 PMMLON G
Telefax 071-248 6552
Cables Veritatem London EC4
DX 38050 Blackfriars

G Langham Esq
Company Secretary
Costain Alcaidesa Limited
111 Westminster Bridge Road
London
SE1 7UE

Your ref

Our ref

CL.002

27 November 1990

Dear Sirs,

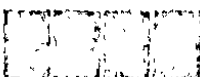
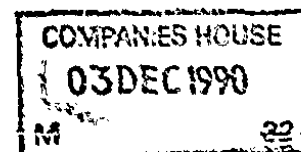
Notice of resignation

Following the receipt of a letter dated 13 November, 1990 from Martin Hunter, Group Financial Accountant, we hereby give notice of our resignation as auditors of Costain Alcaidesa Limited with effect from today.

In our opinion, there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

KPMG Peat Marwick McLintock



Not a company of
Peat Marwick McLintock

Authorised to act as Chartered Accountants in England and Wales
the 17th day of November 1990

The above is the proper and full name of the company as registered with the Registrar of Companies at Companies House, 200 Strand, London WC2R 0AL. The company is a private company limited by shares.

Number of
Company

2042076

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.]



COMPANIES FORM No. 123

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

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2042076

Name of company

* COSTAIN ALCAIDESA LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31 July 1992 the nominal capital of the company has been
increased by £ 16,500,000 beyond the registered capital of £ 3,500,000.

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

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:

forming a single class with the existing shares

Please tick here if
continued overleaf☐§Delete as
appropriate

Signed

[Director][Secretary]§ Date 31 July 1992

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

Costain Group PLC
111 Westminster Bridge Road
London SE1 7UE.

Ref: Secretariat

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Gyeze House, 27 Chancery Street, London EC1 1ST

Companies G123

1985 Edition
280 54421
5037107

Number of } 2042076
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

COSTAIN ALCAIDESA LIMITED

Passed 31 JULY, 19 92

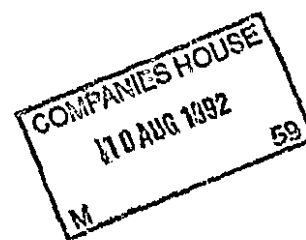
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

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 89(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.]



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crincoft Street, London SE1 3TS

Companies ?

1990 Edition
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Number of } 2042076
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

COSTAIN ALCAIDESA LIMITED

Passed 31 JULY , 1992 .

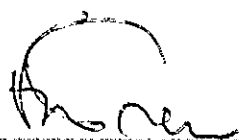
AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE.

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

RESOLUTION

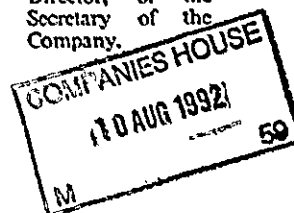
That the capital be hereby increased from £3,500,000
to £20,000,000 by the creation of 16,500,000 ordinary
shares of £1 each forming a single class with the
existing shares.

Signature



SECRETARY

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



[P.T.O.]



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscott Street, London SE1 5TS.

Companies 7A

1990 Edition
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[5017424]
★ ★ ★ ★

Number of } 2042076
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

COSTAIN 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
RESOLUTION was duly passed, viz.:—

RESOLUTION

That the directors be hereby generally and
unconditionally authorised until 30 July 1997 to
allot relevant securities (within the meaning of
Section 80 Companies Act 1985) up to an aggregate
amount of £14,000,000.



Signature

SECRETARY

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

[P.T.O.]



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crumscott Street, London SE1 5TS.

Companies 7A

1990 Edition
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[5017424]

No. 2042076

MEMORANDUM

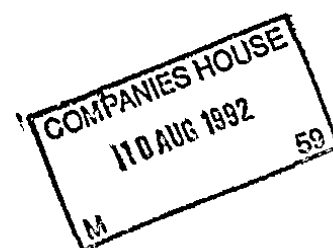
and

ARTICLES OF ASSOCIATION

of

COSTAIN ALCAIDESA LIMITED

Incorporated 30 July 1986





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 1948 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

30TH JULY 1986

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 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.

(L) 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.

(M) 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.

(N) 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.

(O) 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.

(P) 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.

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

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts 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.

(S) 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.

(T) 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.

(U) 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.

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
<p>ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED</p>	ONE
<p>ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED</p>	<p>ONE</p> <p>TOTAL SHARES TAKEN TWO</p>

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

No: 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 9th March 1987)
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.

SHARES

3. Subject to the provisions of the Act and of these Articles the Directors of the Company are authorised during the period of five years from the 9th March 1987 to allot, issue or grant options over any relevant securities (as defined in Section 80 of the Companies Act 1985) and may determine the rights to be attached thereto and the terms upon which they are to be allotted, issued or made the subject of such options. The authority hereby conferred extends to the whole of the authorised but unissued capital of the Company 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

James Worley & Sons

Chartered Accountants and Registered Auditors

9 Bridle Close
Surbiton Road
Kingston upon Thames
Surrey KT1 2JW

Tel: 081-546 1817/0530

Fax: 081-546 6254

Our Ref: JAS/RWR/LPC/10027

2042076

19th January 1993

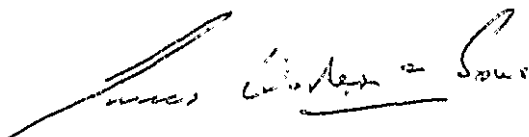
The Directors,
Costain Alcaidesa Ltd.,
111 Westminster Bridge Road,
LONDON
SE1 7UE

Gentlemen,

We hereby give notice that in accordance with Section 392 of the Companies Act 1985 we resign as auditors of Costain Alcaidesa Ltd. with effect from the date of this letter.

We confirm that there are no circumstances (as referred to in Section 394(1) of the Companies Act 1985) connected with our resignation which it is considered should be brought to the attention of the members or creditors of the company.

Yours faithfully,





Partners: P H A Fearsen P J Grant J A Spalton C M Greene S Fyles

100 FISH WATFORD ROAD WATFORD
ASSOCIATED OFFICE AMSTERDAM

Registered to carry on that work authorised by the Institute of Chartered Accountants

Company No. 2042076

THE COMPANIES ACTS 1948, 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COSTAIN ALCAIDESA LIMITED

Passed on 1st September 1993

At an Extraordinary General Meeting of the Company duly convened and held at 111 Westminster Bridge Rd SE1 7UE on 1st September 1993 the following resolution was duly passed as a Special Resolution:

THAT the Memorandum of Association of the Company be and it is hereby amended by the insertion after the existing sub-clause 3(J) of the following new sub-clause 3(K) and the consequential redesignation of subsequent sub-clauses:

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

.....
Chairman

5233c



No. 2042076

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

COSTAIN ALCAIDESA LIMITED

Incorporated 30 July 1986



1 September 1993



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

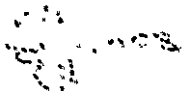
Incorporated in Great Britain

BRAMDEAN BUILDERS LIMITED

is this day incorporated under the Companies Act 1948 as a
private company limited by shares and the Company is situated

Given under my hand and the Seal of the Companies Registry this

30TH JULY 1986


Registrar of Companies

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.

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
<p>ELDON EXECUTIVES LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON EXECUTIVES LIMITED</p>	ONE
<p>ELDON SECRETARIAL LIMITED TANFIELD HOUSE 22-24 TANFIELD ROAD CROYDON SURREY</p> <p>A DULY AUTHORISED OFFICER OF ELDON SECRETARIAL LIMITED</p>	<p>ONE</p> <p>TOTAL SHARES TAKEN TWO</p>

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

No: 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 9th March 1987)
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.

SHARES

3. Subject to the provisions of the Act and of these Articles the Directors of the Company are authorised during the period of five years from the 9th March 1987 to allot, issue or grant options over any relevant securities (as defined in Section 80 of the Companies Act 1985) and may determine the rights to be attached thereto and the terms upon which they are to be allotted, issued or made the subject of such options. The authority hereby conferred extends to the whole of the authorised but unissued capital of the Company 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

Number of Company: 2042076

The Companies Act 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
COSTAIN ALCAIDESA LIMITED

Passed 1 DECEMBER 1993

AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 1 December 1993, the subjoined Resolution was duly passed, viz:-

RESOLUTION

That the capital be hereby increased from £20,000,000 to £30,000,000 by the creation of 10,000,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares.

That the directors be hereby generally and unconditionally authorised until 30 November 1998 to allot relevant securities (within the meaning of Section 80 Companies Act 1985) up to an aggregate nominal amount of £10,000,000.



.....SECRETARY.

G

COMPANIES FORM NO.123

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--

2042076

Name of company

COSTAIN ALCAIDESA LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 01/12/1993 the nominal capital of the company has been

increased by £ 10000000.00 beyond the registered capital of £ 20000000.00

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 follow:

ranking pari passu with the existing ordinary shares

Please tick here if
continued overleaf

--

† Insert Director,
Secretary
Etc

Signed



Designation†

SECRETARY

Date 1/12/1993

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

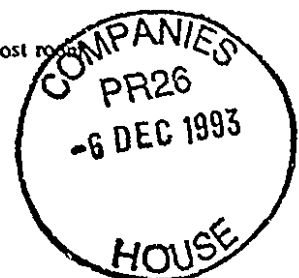
COSTAIN GROUP PLC
SECRETARIAT (REF. BWR)
111 WESTMINSTER BRIDGE ROAD
LONDON, SE1 7UE.

BLUEPRINT

CH APP

For official Use
General Section

Post room



No.2042076

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

COSTAIN ALCAIDESA LIMITED

Incorporated 30 July 1986

1 December 1993.



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 Registrar's Office,

Cardiff the

30TH JULY 1986

MRS. E. I. JONES

Registrar of Companies

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.

* inserted by Special Resolution dated 1 September 1993

(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.

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

No: 2042076

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 9th March 1987)
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.

SHARES

3. Subject to the provisions of the Act and of these Articles the Directors of the Company are authorised during the period of five years from the 9th March 1987 to allot, issue or grant options over any relevant securities (as defined in Section 80 of the Companies Act 1985) and may determine the rights to be attached thereto and the terms upon which they are to be allotted, issued or made the subject of such options. The authority hereby conferred extends to the whole of the authorised but unissued capital of the Company 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

ELDON EXECUTIVES LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED

DATED the 1st May 1986

WITNESS to the above signatures:

MARY HARRINGTON
TANFIELD HOUSE
22-24 TANFIELD ROAD
CROYDON
SURREY

Number of Company: 2042076

The Companies Act 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
COSTAIN ALCAIDESA LIMITED

Passed 1 JUNE 1994

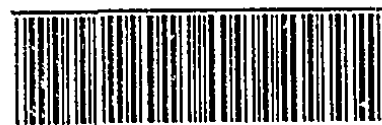
AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 1 June 1994, the subjoined Resolution was duly passed, viz:-

RESOLUTION

That the directors be hereby generally and unconditionally authorised until 31 May 1999 to allot relevant securities (within the meaning of Section 80 Companies Act 1985) up to an aggregate nominal amount of £2,000,000.



.....SECRETARY.



A71CJ1TA

ABO RECEIPT DATE:04/06/94