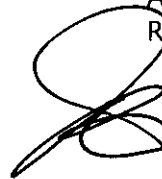


Boyes Turner  
Abbots House, Abbey Street  
Reading, RG1 3BD

No. 2219481

07/09/06



I CERTIFY THIS TO BE A  
TRUE COPY OF THE ORIGINAL

The Companies Acts 1985 and 1989

Private Company Limited by Shares

**VANSTONS COMMERCIAL LIMITED**

**RESOLUTION IN WRITING OF THE SOLE MEMBER**  
pursuant to Regulation 53 of Table A in the Companies  
(Tables A to F) Regulations 1985

Passed 9 September 2006

I, the undersigned, being the sole member of the above Company who (at the date of this Resolution) would be regarded for the purpose of Section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company hereby pass the following resolution of the Company as a special resolutions pursuant to Regulation 53 of Table A of the Companies (Table A-F) Regulations 1985 which is incorporated in the Articles of Association of the Company, so that the said resolution shall, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTION**

THAT, the Regulations contained in the document attached to these resolutions be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



MICHAEL RONALD ESDAILE WINTER

Dated 9 September 2006

**Note: Pursuant to section 381B Companies Act 1985, if the Company has auditors, each director and the secretary has a duty to secure that a copy of the resolution(s) is sent to the auditors at the same time as it is supplied to the members for signature.**



I CERTIFY THIS TO BE A  
~~TRUE~~ COPY OF THE ORIGINAL

MRS W.

THE COMPANIES ACTS 1985 and 1989

Boyes Turner  
Abbots House, Abbey Street  
Reading, RG1 3BD

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

**VANSTONS COMMERCIAL LIMITED**

(Adopted by resolution passed

2006)

Incorporated 10 February 1988

No. 2219481

Boyes Turner  
Abbots House  
Abbey Street  
Reading  
RG1 3BD

Tel: 0118 952 7263

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Ref: RAF/38596/8/970026\_1

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THE COMPANIES ACTS 1985 and 1989  
PRIVATE COMPANY LIMITED BY SHARES  
NEW  
ARTICLES OF ASSOCIATION  
OF  
**VANSTONS COMMERCIAL LIMITED**

(Adopted by Special Resolution passed 2006)

**1. PRELIMINARY**

**1.1 In these Articles:**

**1.1.1** the following expressions shall have the meanings respectively ascribed:

"Act"	the Companies Act 1985 as in force on the date of the adoption of these Articles;
"Board"	the Board of Directors of the Company or (where the context permits) a duly authorised committee thereof;
"holding company"	the meaning in sections 736 and 736A Companies Act 1985;
"Parent Company"	Marsh & Parsons Limited (Company no 5377981) at any time when it is the holder of a majority of the issued ordinary shares in the capital of the Company, or any holding company or subsidiary of Marsh & Parsons Limited (or any other subsidiary of any such holding company) which shall for the time being be the holder of a majority of the issued ordinary shares in the capital of the Company;
"subsidiary"	the meaning in sections 736 and 736A Companies Act 1985;
"Table A"	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000;

- 1.1.2 references to any provision of any statute or any statutory instrument shall include any provision from time to time amending, replacing or re-enacting the same.
- 1.2 The Regulations contained in Table A shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company.
- 1.3 The following Regulations of Table A shall not apply to the Company, namely 24, 35, 41, 46, 47, 53, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 80, 94, 95, 96, 97, 98, 101 and 118.
2. **LIEN**
- 2.1 The lien conferred by Regulation 8 of Table A shall apply to all shares, whether fully paid or not, and the Company shall also have a first and paramount lien on all shares, whether or not fully paid, standing in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.
3. **ISSUE OF SHARES**
- 3.1 The Board is unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot, grant options over or otherwise dispose of the unissued shares of the Company up to the amount of the authorised and unissued share capital of the Company existing at the date of the adoption of these Articles to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as the Board considers appropriate. Any shares which the Board is not entitled to deal with under the foregoing provisions of this Article may, with the authority of a Special Resolution of the Company, be dealt with by the Board which may allot, grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company) for such consideration, on such terms, in such manner and at such times as it considers appropriate during a period not exceeding five years from the date of the passing of such Special Resolution. To the extent permitted by Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) of the Act are hereby excluded from applying to the Company. Provided always that, save as permitted by law, nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount.
4. **TRANSFER OF SHARES**
- 4.1 The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.

- 4.2 The instrument of transfer of any share need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 of Table A shall be modified accordingly.

**5. PURCHASE OF OWN SHARES**

- 5.1 Subject to compliance with all legal requirements and to the provisions of these Articles, the Company may exercise all powers conferred by law to purchase its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit and may make a payment in respect of the redemption or purchase of its own shares whether out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise.

**6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 If a quorum is not present within half an hour from the time appointed for any general meeting or if during any such meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. Notwithstanding anything in these Articles or in Table A, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or, in the case of a corporation, by representative.
- 6.2 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to a vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.3 A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more persons but a resolution so signed shall not be effective to remove a director or auditor before the expiration of his term of office or to do anything else which the Companies Acts from time to time do not allow to be done by written resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or

the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## **7. DIRECTORS**

- 7.1 The number of Directors need not exceed one. If and so long as there shall be a sole director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Directors generally. A sole Director shall form a quorum at meetings of Directors and Regulation 89 of Table A shall be modified accordingly. The last two sentences of Regulation 79 of Table A shall not apply.
- 7.2 The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.
- 7.3 In addition to the circumstances provided for by Regulation 81 of Table A, the office of a Director shall be vacated if the Director is removed from office pursuant to Article 14. Regulation 81 shall be modified accordingly.
- 7.4 Subject to the provisions of section 317 of the Act, a Director may be interested, directly or indirectly, in any contract, transaction or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

## **8. PROCEEDINGS OF DIRECTORS**

- 8.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board.
- 8.2 Notice of meetings of the Board shall be given to all Directors whether or not for the time being absent from the United Kingdom. Regulation 88 of Table A shall be modified accordingly.
- 8.3 Unless the Parent Company (if any) shall have consented in writing expressly for the purpose of any particular meeting of the Board no quorum shall be treated as present unless the Parent Company (if he is a Director) or his alternate, or at least one Director appointed or deemed to have been appointed as a representative of the Parent Company is present throughout the meeting. Regulation 89 of Table A shall be modified accordingly.

8.4 The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board. Regulation 100 of Table A shall be modified accordingly.

8.5 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

## 9. **BORROWING**

9.1 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

## 10. **ALTERNATE DIRECTORS**

10.1 Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Board appoint any person to be his alternate Director and may at any time terminate such appointment. Such appointment shall have effect only upon and subject to being approved by the Board. The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved. The same person may be appointed as alternate Director of more than one Director. The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right.

10.2 The appointment of an alternate Director shall *ipso facto* determine on the happening of any event which if he were a Director would cause him to vacate such office and shall also determine *ipso facto* if the Director for whom he is an alternate (below called "his appointor") shall cease for any reason to be a Director.

10.3 An alternate Director shall be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be entitled to receive notice of



and attend general meetings of the Company and to speak at any general meeting at which his appointor is not personally present.

- 10.4 An alternate Director shall be entitled to contract and be interested in and benefit from contracts transactions or arrangements and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 10.5 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

#### **11. COMPANY SEAL**

- 11.1 If the Company has a seal it shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document (including a certificate for any shares in the Company) signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under seal of the Company. A document shall be so signed only with the authority of a resolution of the Directors or a committee of the Directors. Regulation 6 of Table A shall be modified accordingly.

#### **12. DIVIDENDS**

- 12.1 Dividends may be declared and paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

#### **13. INDEMNITY**

- 13.1 Subject to the provisions of and so far as may be consistent with the Act and every other statute for the time being in force concerning companies, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are

otherwise disposed of without any finding or admission of any material breach of duty on his part), or in which he is acquitted, or (in connection with any application under the Act or any such other statute for relief from liability in respect of any such act or omission) in which relief is granted to him by the Court.

#### 14. OVER-RIDING PROVISIONS

14.1 Whenever the Parent Company shall be the holder of not less than 90 per cent. in nominal value of the issued shares in the Company the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:

14.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director (designating whether or not he is to be treated as a representative of the Parent Company) notwithstanding any limitation on the number of Directors contained in these Articles or remove from office any Director howsoever appointed but so that his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service or any other kind between him and the Company and/or the Parent Company;

14.1.2 no Director shall be appointed or shall be removed without the prior consent of the Parent Company;

14.1.3 no remuneration, fees or other benefits payable to any Managing Director or Director shall be fixed without the prior consent of the Parent Company;

14.1.4 no unissued shares shall be issued or agreed to be issued or put under option or otherwise disposed of without the prior written consent of the Parent Company;

14.1.5 any or all powers of the Board shall be restricted in such respect and to such extent as the Parent Company may by notice to the Company from time to time prescribe; and

14.1.6 at all meetings of the Board or its committees the votes exercisable by the representative or representatives of the Parent Company shall be *pro tanto* increased (votes where necessary being divided equally between them and fractions of a vote being permitted) so that they shall together be entitled to one more vote than number of votes exercisable by all the other Directors together (and Regulation 89 of Table A shall be modified accordingly).

14.2 Any appointment, removal, consent or notice as provided in Article 14.1 and any other consent given for the purposes of these Articles shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Board have been in any way

restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Board.

**15.     INVALIDITY**

- 15.1     The invalidity or unenforceability for any reason of any provision of these Articles shall not affect the validity of the remainder of these Articles which shall continue in full force and effect.