

Company No ²2242631
22 42631

THE COMPANIES ACT 1985

RESOLUTIONS

OF

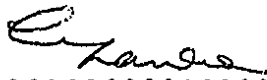
DEMED MILLER LIMITED


We the undersigned being all the holders of the issued share capital of Demed Miller Limited entitled to receive notice of and to attend and vote at General Meetings of the Company hereby pass the following resolutions as Special Resolutions and agree that for all purposes the said resolutions 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 RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended with respect to its objects clause by the deletion therefrom of the existing clause 3 and the substitution therefor of a new clause 3 in the Memorandum of Association attached hereto marked "A".
2. THAT the regulations contained in the document attached hereto and marked "B" be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company.
3. THAT each of the 50 Class 'A' shares of £1 each in the capital of the Company be and they are hereby converted into 50 Ordinary shares of £1 each in the capital of the Company.
4. THAT each of the 50 class 'B' shares of £1 each in the capital of the Company be and they are hereby converted into 50 Ordinary shares of £1 each in the Capital of the Company.

Dated 20th February, 1990


.....
(duly authorised for and on
behalf of Miller Construction
Limited)

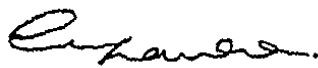

.....
(Nominee for Miller
Construction Limited)



CLASS CONSENT 'A' SHARES

We the undersigned being all the holders of the class 'A' shares of £1 each in the capital of Demed Miller Limited hereby consent to and sanction all variations in the special rights attached to such shares involved or proposed to be effected by (whether heretofore or hereafter) the Special Resolutions set out above.

Dated 20th February, 1990


.....
(duly authorised for and on
behalf of Miller Construction
Limited)

CLASS CONSENT 'B' SHARES

We the undersigned being all the holders of the class 'B' shares of £1 each in the capital of Demer Miller Limited hereby consent to and sanction all variations in the special rights attached to such shares involved or proposed to be effected by (whether heretofore or hereafter) the Special Resolutions set out above.

Dated 20th February, 1990

Chance

.....
(duly authorised for and on
behalf of Miller Construction
Limited)

M. Ballard

.....
(Nominee for Miller
Construction Limited)

SPECIAL RESOLUTIONS

1. That the company do hereby resolve that the special rights attached to the class of shares known as the class of 'B' shares shall be varied so that the holders of such shares shall be entitled to exercise the rights of such shares in relation to the company's business and the company's affairs in accordance with the provisions of the Companies Act 1985.

2. That the company do hereby resolve that the special rights attached to the class of shares known as the class of 'B' shares shall be varied so that the holders of such shares shall be entitled to exercise the rights of such shares in relation to the company's business and the company's affairs in accordance with the provisions of the Companies Act 1985.

3. That the company do hereby resolve that the special rights attached to the class of shares known as the class of 'B' shares shall be varied so that the holders of such shares shall be entitled to exercise the rights of such shares in relation to the company's business and the company's affairs in accordance with the provisions of the Companies Act 1985.

2242631

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

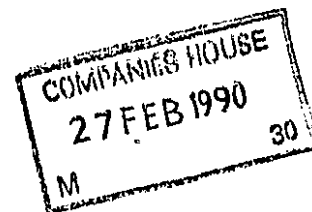
NEW ARTICLES OF ASSOCIATION

OF

DEMED MILLER LIMITED

(Incorporated on 11th April, 1988)

Booth & Co
Sovereign House
South Parade
Leeds LS1 1HQ



Company No ²2242631

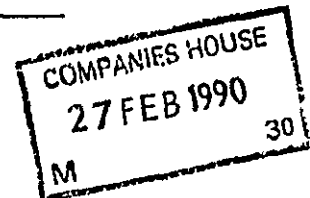
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DEMED MILLER LIMITED

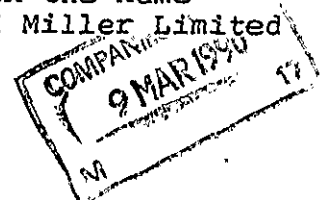


1. The company's name is "DEMED MILLER LIMITED".*
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are -

(A) To carry on all or any of the businesses, undertakings, transactions or operations of builders and contractors for the system building of large span buildings and of manufacturers of components thereof and of contractors for the supply and installation of mechanical or other equipment, machinery and furnishings in buildings so constructed or constructed by others; and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

(B) To carry on all or any of the businesses, (undertakings, transactions or operations) of general merchants and traders (both wholesale and retail), manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, haulage contractors, printers and publishers, dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding

* The Company was incorporated on 11th April 1988 with the name Sovshelfco (No. 2) Limited which was changed to Demed Miller Limited on 3rd May 1988.



agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the company; and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

(C) To carry on any other trade or business which in the opinion of the directors is capable of being advantageously carried on in connection with or ancillary to the objects specified in sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company or to otherwise advance the interests of the company and its members.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, copyrights, design rights, designs, trade marks, inventions, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's objects.

(E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, houses, flats, shops, stores, factories, offices, buildings (including large span buildings), works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(F) To borrow or raise money with or without security in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock charged upon all or any of the company's property, both present and future including all its uncalled capital for the time being, and to re-issue any debentures at any time paid off, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.

(G) For the purposes of or in connection with the business of the company and in particular for the purpose of securing the repayment of any monies borrowed or the performance of any obligation or liability undertaken or binding on the company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and

with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurances.

(H) To receive money on deposit or loan upon such terms as the company may approve.

(I) To lend and advance money or give credit to any company, firm or person with or without security and on such terms as the company may approve and either with or without the company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and (whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated) to guarantee either by personal covenant or by way of indemnity or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the company or by all three such methods, the performance of the contracts or obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the company's holding or subsidiary company or otherwise associated with the company in business.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or any of its predecessors in business or of any company which is for the time being the company's Holding or subsidiary company or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company or business as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company or business as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the company, or of any company which is for the time being the company's holding or subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.

(L) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the company, or for any services rendered to the company or for any obligation or liability undertaken or agreed to be undertaken by the company either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership, syndicate, joint-venture or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee with or without security the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To carry on the business of a holding company in all its branches and to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold or dispose of shares, stock or securities and guarantee with or without security the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to pay cash or to

issue any shares, stocks, debentures or debenture stock in the company in consideration for such purchase or acquisition.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures, units or other securities of any other company.

(U) To distribute among the members in specie by dividend or bonus or by way of reduction of capital any property of the company, or any proceeds of sale or disposal of any property of the company, 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.

(V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the company or the company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the company or the company's Holding company as may be lawful.

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

(X) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the company and the provisions of

each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. For the purposes of this Memorandum of Association section 736 Companies Act 1985 shall apply in respect of the definitions of "holding company" and "subsidiary company".

5. The liability of the members is limited.

6. The company's share capital is £100 divided into 100 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, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
Nicholas Sowden Butler N.S. BUTLER Sovereign House ONE South Parade Leeds LS1 1HQ Solicitor	1
Mark Anton Chidley M.A. CHIDLEY Sovereign House ONE South Parade Leeds LS1 1HQ Solicitor	1

Dated the 22nd day of March, 1988

Witness to the above signatures:-

C.L. Mitcheson,
 Sovereign House,
 South Parade,
 Leeds LS1 1HQ

Articled Clerk

Company No 2242²631

ARTICLES OF ASSOCIATION

of

DEMED MILLER LIMITED

(Adopted on 20th February 1990)



PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

4. Section 89(1) of the Act shall not apply to the company.

LIEN

5. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder 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 shall be modified accordingly.

TRANSFER OF SHARES

6. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a

share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

7. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

9. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

10. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

13. Regulation 81 (c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1960, or he is, or may be, suffering from any other illness or injury and in any such case the directors resolve that he is incapable of properly exercising his functions as a director by reason of that fact."

14. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

GRATUITIES AND PENSIONS

15. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

16. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

17. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, these communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

18. Any notices to be given pursuant to these articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time shown on the answerback or transmission report received by the sender.

19. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

20. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.