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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**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 letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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2362953

Name of company

* insert full
name of Company

* HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED
--

I, Martin Charles Murrayof Hanson PLC, 1, Grosvenor Place, London SW1X 7JH† 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 9 Cheapside, London EC2

Declarant to sign below

the 3rd day of MarchOne thousand nine hundred and eighty-ninebefore me P Scholz

P SCHULZ, Solicitor

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

Hanson PLC (ref: GD/MCM/CHT)
1, Grosvenor Place
London SW1X 7JH

For official Use

New Companies Section

Post room

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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
(Address overleaf - Note 8)

For official use

Name of company

* insert full name
of company

* HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED
--

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

1, Grosvenor Place, London	
	Postcode SW1X 7JH

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

☐

	Postcode

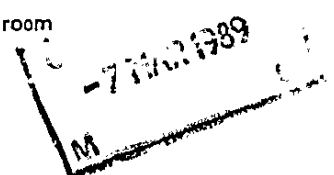
Number of continuation sheets attached (see note 1)

1

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

For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
Graham Dransfield		Solicitor	
Previous name(s) (note 3)		Nationality	
		British	
Address (note 4) 249 Kent House Road, Beckenham,		Date of birth (where applicable)	
Kent	Postcode	(note 6) March 5, 1951	
	BR3 1JQ		
Other directorships †			
See attached list			
I consent to act as director of the company named on page 1			
Signature		Date March 3, 1989	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
Martin Charles Murray		Solicitor	
Previous name(s) (note 3)		Nationality	
		British	
Address (note 4) 45 Mexfield Road, London		Date of birth (where applicable)	
	Postcode	(note 6) April 13, 1955	
	SW15 2RG		
Other directorships † Moodcause Limited Hanson Radio Limited			
(All ceased) Uniquerival Limited			
Berth Levi & Co Limited			
Independent Berth Levi Casings Limited			
Moodbusy Limited			
I consent to act as director of the company named on page 1			
Signature		Date March 3, 1989	

Name (note 3)		Business occupation	
Charles William Hamshaw Thomas		Solicitor	
Previous name(s) (note 3)		Nationality	
		British	
Address (note 4) 23 Queensdale Road, London		Date of birth (where applicable)	
	Postcode	(note 6) October 19, 1960	
	W11 4SB		
Other directorships †			
None			
I consent to act as director of the company named on page 1			
Signature		Date March 3, 1989	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

SECRETARY
NAME

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

Name (notes 3 & 7) <u>Roger Thomas Virley Tyson</u>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <u>16 Priest Avenue, Wokingham, Berkshire</u>	
Postcode	<u>RG11 2LX</u>
I consent to act as secretary of the company named on page 1	
Signature <u>R. Tyson</u>	Date <u>March 3, 1989</u>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
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delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed <u>G. Dransfield</u>	Date <u>March 3, 1989</u>
Signed <u>[Signature]</u>	Date <u>March 3, 1989</u>
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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write in
this margin

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

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 1
to Form No. 10

Company number

Name of company

* insert full name
of company

* HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED

Particulars of other directors (continued)

Name (note 3) <u>Graham Dransfield</u>		Business Occupation <u>Solicitor</u>
Previous name(s) (note 3)		Nationality <u>British</u>
Address (note 4) <u>249 Kent House Road, Beckenham, Kent</u>		Date of birth (where applicable) (note 6) <u>March 5, 1951</u>
	Postcode <u>BR3 1JQ</u>	
I consent to act as director of the company named above (notes 9 and 10)		
Signature <u>Graham Dransfield</u>		Date <u>March 3, 1989</u>

Particulars of other directorships

Bickleylake Limited	Hanson Radio Limited
Borislane Limited	Cheval (No1) Limited
Hanson Industries Limited	Cheval (No2) Limited
Marnee Limited	
Swears & Wells Limited	
Allders Limited	
Allders Finance Limited	
Allders Group (Head Office) Limited	
Giza Properties Inc	

Ceased Directorships

Hanson Brick Company Limited
Imperial Group Limited
Topstatic Limited (alternate director)
Walter Kidde PLC

continued overleaf †

† delete if
inappropriate

THE COMPANIES ACT 1985

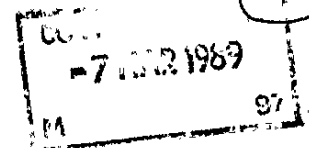
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED



2362953

1. The name of the Company is HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED.
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - (1) (i) To carry on business as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested and to acquire by way of original subscription, purchase or otherwise, shares, stocks, debentures, debenture stock or any other securities issued by any other corporation constituted and carrying on business in any part of the world and whether or not engaged or concerned in the same or similar businesses, trades or occupations as those carried on by the Company or its subsidiary companies, and whether or not fully paid up and to make payments thereon as called up or in advance of calls, or otherwise, and to hold the same with a view to investment or to the sale, exchange or otherwise dispose of the same;
 - (ii) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.



- (2) To carry on business as manufacturers, builders, and suppliers of and dealers in goods of all kinds and as mechanical, general, electrical, marine, radio, electronic, aeronautical, chemical, petroleum, gas civil and constructional engineers and manufacturers, importers and exporters of, dealers in machinery, plant and equipment of all descriptions and component parts thereof, or forgings, casings, tools, implements, apparatus and all other articles and things.
- (3) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, machinery, tools and equipment of all kinds, and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
- (4) To carry on any other business which may seem to the Company to be capable of being conveniently carried on with any of the businesses mentioned herein or by way of extension thereof or ancillary thereto or calculated directly or indirectly to develop any branch of the Company's business or which it may be advisable to undertake with a view to developing, rendering profitable, prospecting, turning to account or enhancing the value of any of the Company's assets or any property, real or personal, belonging to the Company or in which the Company may be interested.
- (5) To manufacture, buy, sell, repair, alter, manipulate, treat, prepare for market and deal in all kinds of plant, machinery, apparatus, tools, utensils, products, articles and things necessary or useful for carrying on any of the above businesses or usually dealt in by persons engaged therein.

- (6) To lend or advance money, and to carry on and undertake all kinds of financial guarantee and indemnity business and transactions which may seem to the Company directly or indirectly conducive to any of its objects.
- (7) To carry on all kinds of agency business, and to undertake and execute trusts of all kinds, and to manage and control or take part in the management and control of any business of a kind which the Company is authorised to carry on.
- (8) To lay out land for building purposes, and to build or improve, let on building lease, advance money to persons building on or otherwise develop the same in such manner as may seem expedient to advance the Company's interests.
- (9) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property, rights and information so acquired.
- (10) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person 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.
- (11) To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, canals, docks, wharves, water courses, hydraulic works, gas works, electric works, factories, warehouses and other conveniences, which may seem directly or indirectly conducive to any of the Company's objects and contribute to, subsidise or otherwise assist to take part in such maintenance, management, working, control and superintendence.
- (12) To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (13) To enter into partnership or into any arrangement for sharing profits or losses, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company.
- (14) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, any rights or privileges which the Company may think necessary or convenient with

reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, buildings, easements, ships, barges, rolling stock and stock-in-trade.

- (15) To establish and support, or to aid in the establishment and support of associations, institutions or conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or, the dependants or connections of such persons, and to grant pensions, and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition. or for any public general or useful object.
- (16) To sell the undertaking or assets of the Company or any part thereof for such consideration as the Company may think fit, and in particular (but without limitation) for shares or debentures, debenture stock or other securities of any other company.
- (17) To promote any company or companies for the purpose of its or their acquiring all or any 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, and to manage or control or take part in the management or control of any such company.
- (18) To adopt such means for making known the products of the Company, and keeping the same before the public as may seem expedient, and in particular by advertising in the press, by circulars, by fixed advertisements, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards or donations.
- (19) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (20) To lend money to such persons and on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to receive money on deposit at interest or otherwise, or valuables, and to transact any of the business of a banker as may seem expedient.
- (21) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company.
- (22) To adopt such measures as may seem expedient for securing the goodwill and support of those with whom the Company may have dealings, and in particular by giving or binding itself to give any special advantages or privileges as regards the supply of goods, as regards rebates and discounts, and as regards bonuses and commissions, whether in relation to the Company's profits 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

1. Graham Dransfield
1 Grosvenor Place
London
SW1X 7JH

Graham Dransfield

One

2. Martin C Murray
1 Grosvenor Place
London
SW1X 7JH

Martin C Murray

One

Total shares taken

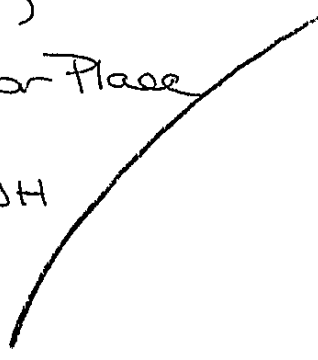
Two

Dated the 3rd day of March, 1989

Witness to the above Signatures:-

Suzanne Heaton
(secretary)

1 Grosvenor Place
London
SW1X 7JH



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
HANSON INDUSTRIAL (ENGINEERING HOLDINGS) LIMITED
PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby or are inconsistent herewith and such Regulations (save as so excluded varied or inconsistent) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Any unissued shares which are comprised in the authorised share capital of the Company from time to time shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (b) below) allot, grant options over or otherwise dispose of the same, to such persons, at such times, for such consideration and on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount by which the nominal amount of the authorised share capital of the Company exceeds the nominal amount of the issued share capital as at the date of incorporation of the Company at any time or times during the period of five years from the date of incorporation of the Company and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period: the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise). The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(c) The Directors shall also have power to allot any equity security (within the meaning of Section 94(2) of the Act) pursuant to the authority given to them by this Article or any renewal thereof as if Section 89(1) did not apply to such allotment, and such authority or renewal shall enable the Directors to make an offer or agreement which would or might require equity securities to be allotted after its expiry.

TRANSFER OF SHARES

3. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

4. No business shall be transacted at any general meeting of the Company unless a quorum is present at the time when the meeting proceeds to business and also when such business is voted on and the quorum for any general meeting shall be two members present in person or by proxy or being a corporation by a duly authorised representative.

5. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up 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 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. The registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

6. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETING AND RESOLUTIONS

7. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 of Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual

General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the voting of remuneration or extra remuneration to the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

8. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be modified accordingly.

9. Regulation 46 of Table A shall be read and construed as if the words "any Member" were substituted for the words "at least two Members" in paragraph (b) thereof, the word "or" was deleted at the end of paragraph (b) thereof and paragraphs (c) and (d) were deleted.

10. (a) Regulation 40 of Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at

the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Regulation 41 of Table A shall not apply to the Company.

DIRECTORS

11. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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 (including the Company's holding company).

ALTERNATE DIRECTORS

13. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a

committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles of Association shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director) but shall count as only one for the purposes of determining whether a quorum is present. The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. A Director whose alternate is present at a meeting of the Directors shall be deemed to be present thereat himself for the purpose of paragraph (f) of Article 20. Regulations 65 to 69 inclusive of Table A shall not apply to the Company.

GRATUITIES AND PENSIONS

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply to the Company.

SEAL

15. The Company may exercise all the powers conferred by statute with regard to having any official seal, and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

DIRECTORS' INTERESTS

16. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

17. Without prejudice to any other provisions of or incorporated in these Articles of Association governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Directors, or at a general meeting of the Company, at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors or remove any Director from office howsoever appointed. Any appointment or removal of a Director pursuant to this Article shall take effect as from the time when the memorandum is delivered to the registered office of the Company or tendered at the relevant meeting.

18. Both of them, the Directors and the Company in general meeting, shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

19. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. A Director shall not be required to hold any share qualification.

20. The office of a Director shall be vacated in any of the following events namely:-

(a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;

(b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office be vacated;

(c) if he becomes bankrupt or compounds with his creditors;

(d) if he is prohibited by law from being a Director;

(e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles;

(f) if he is absent from meetings of the Directors for six months without leave as evidenced by a resolution of the Directors, and the Directors resolve that his office be vacated.

Regulation 81 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

21. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it

shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. Regulation 88 of Table A shall be varied accordingly.

22. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 of Table A shall be varied accordingly. Without prejudice to the above, the Directors may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, and any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of the local board or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and conditions as the Directors may think fit; and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

23. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

24. A resolution in writing signed by or on behalf of all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the

Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 of Table A shall not apply.

EXECUTIVE DIRECTORS

25. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

26. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 of Table A shall not apply.

ASSOCIATE DIRECTORS

27. The Directors may from time to time appoint any employee of the Company as an Associate Director. Associate Directors shall not have any right to attend and vote at meetings of the Directors and they shall not be Directors within the meaning of that word as stated in these Articles and in the Act.

MODIFYING RIGHTS

28. Subject to the provisions of the Act, if at any time the share capital of the Company is divided into different classes of shares all or any of the rights attached to any class may, whether or not the Company is being wound up, be varied with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such Meeting, except that the quorum at any such meeting other than an adjourned meeting shall be Members holding or representing by proxy one third of the nominal amount of the issued shares of that class and at any adjourned meeting shall be one holder of shares of that class present in person or by proxy.

NOTICES

29. Any notice or other document (including a share certificate) may be served on or delivered to any Member of the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Members concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or

bankrupt or otherwise under any legal disability of incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

30. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

31. Notwithstanding that a Director may not be a Member of the Company he shall be entitled to receive notices of and to attend any general meeting of the Company.

32. In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".

INDEMNITY

33. Every Director or other officer of the Company shall 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 to the extent that it is not avoided by Section 310 of the Act.

Names and Addresses of Subscribers

1. Graham Dransfield
1 Grosvenor Place
London
SW1X 7JH
Director

Graham Dransfield

2. Martin C Murray
1 Grosvenor Place
London
SW1X 7JH
Solicitor

M. C. Murray

Dated this 3rd day of March, 1989

Witness to the above signatures:-

Suzanne Heaton
(secretary)
1 Grosvenor Place
London
SW1X 7JH

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

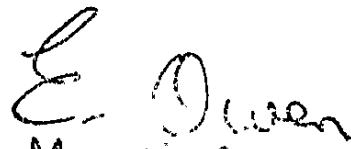
No. 2362953

I hereby certify that

**HANSON INDUSTRIAL (ENGINEERING HOLDINGS)
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 17 MARCH 1989


MRS E. OWEN
an authorised officer