

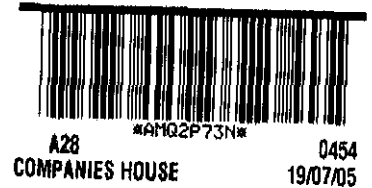
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

AMEC PROJECT INVESTMENTS LIMITED

(Company No. 2619408)



1. The Company's name is 'AMEC Project Investments Limited' (*) (***) (****).
 2. The Company's Registered Office is to be situated in England and Wales.
 3. The Company's objects are: (**)(****)(*****)(*****)
 - (A) (i) To identify, evaluate, recommend, make, own, manage and administer investments in special purpose companies, joint ventures and projects, in particular relating to the design, construction, operations, maintenance and financing of infrastructure assets including but not limited to roads, hospitals, schools, prisons, water treatment plants, rail, air and other transportation systems.
 - (ii) to carry on the business of providing services of every kind to the construction and engineering industry and to acquire by purchase or otherwise or take on lease and to sell, lease, hire out, lend or otherwise dispose of plant and equipment of every kind, lorries, cars, aircraft, ships and other means of transport and to maintain staff to provide services to others of every kind to carry on the business of owning, acquiring, designing, constructing, selling, letting or otherwise disposing of processed plant of every kind and components therefor, and to carry on business as chemist and refiners of every kind of substance and to provide advice in connection with any such matters and to carry on businesses as project designers, managers and advisers, management, industrial, business, personnel, marketing and general consultants of every kind and to act as managers of any business, project or venture on behalf of others and to provide design services and carry out preliminary research and investigation and to assist others generally in any business, project or venture.
 - (iii) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (*) By Special Resolution passed on 24th June 1991 the name of the Company was changed to James Scott (HS) Pensions Trustee Limited.
- (**) By Special Resolution passed on 24 June 1991 the objects clause of the Memorandum was altered.
- (***) By Special Resolution passed on 10 January 1992 the name of the Company was changed to AMEC Power (HS) Pensions Trustee Limited.
- (****) By Special Resolution passed on 12 June 1996 the name of the Company was changed to AMEC Projects Investments Limited.
- (*****) By Special Resolution passed on 30 August 1996 new Articles of Association were adopted.
- (*****) By Special Resolution passed on 30 August 1996 the objects clause of the Memorandum was altered.
- (*****) By Special Resolution passed on 27 June 2005 the objects clause of the Memorandum was altered.

- (B) To acquire and hold shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business and shares, stocks, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any Government, Sovereign, Ruler, Commissioners, trust, local authority or other public body whether in the United Kingdom or abroad, by subscription, syndicate, participation, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise.
- (C) To receive the dividends interest, income, bonuses, rents, profits and advantages of every description from time to time payable or receivable in respect of any of the Company's investments.
- (D) To vary any investments of the Company from time to time.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, 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.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or 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 such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital 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.
- (M) 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 stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital 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 of securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interest in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interest or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, 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.
- (Q) 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, 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.
- (R) 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, sub-contractors, trustees or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. (*)

(*) By Special Resolution passed on 2 August 1996 the share capital was increased to £1,000,000 divided into 1,000,000 shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite in our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
Alnery Incorporations No. 1 Limited 9 Cheapside London EC2V 6AD	1
D. W. Stewart for and on behalf of Alnery Incorporations No. 1 Limited	
Alnery Incorporations No. 2 Limited 9 Cheapside London EC2V 6AD	1
E. G. Rouse for and on behalf of Alnery Incorporations No. 2 Limited	
TOTAL SHARES TAKEN:	2

Dated 30 May 1991

Witness to the above Signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD