

Statutory Declaration of compliance with requirements on application for registration of a company

12

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

To the Registrar of Companies

For official use

For official use

Name of company

* INTERCEDE 959 LIMITED

I, BARBARA REEVES

of FLAT 2

24 BRACKNELL GARDENS

LONDON NW3 7ED

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 MITRE HOUSE
160 ALDERSGATE STREET
LONDON

Declarant to sign below

the 7th day of January

One thousand nine hundred and Ninety-Two

before me DEBEK TONLEY

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

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

McKENNA & CO.
Mitre House,
160 Aldersgate Street
London EC1A 4DD
CDE Box 724

For official Use
New Companies Section

Post room

Printed and supplied by

Jordans

Jordan & Sons Limited

21 St Thomas Street, Bristol BS1 6JS
Tel: 0272 232600 Telax 449119

10

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

This form should be completed in black.

Company name (in full)

CN

2678296

For official use

P

INTERCEDE

959

LIMITED

Registered office of the company on
incorporation.

RO

MITRE HOUSE

160 ALDERSGATE STREET

Post town LONDON

County/Region

Postcode EC1A 4DD

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name MCKENNA & CO

RA

MITRE HOUSE

160 ALDERSGATE STREET

Post town LONDON

County/Region

Postcode EC1A 4DD

Number of continuation sheets attached

1

To whom should Companies House
direct any enquiries about the
information shown in this form?

MRS B REEVES

C/O MCKENNA & CO, MITRE HOUSE,

160 ALDERSGATE STREET, LONDON

Postcode EC1A 4DD

Telephone 071-606 9000

Extension 2019

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

MITRE SECRETARIES LIMITED

AD

MITRE HOUSE

160 ALDERSGATE STREET

Post town LONDON

County/Region

Postcode EC1A 4DD

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

For and on behalf of

MITRE SECRETARIES LIMITED

Date 12 - December 1991

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

BARBARA

REEVES

AD

FLAT 2

24 BRACKNELL GARDENS

Post town LONDON

County/Region

Postcode NW3 7ED

Country

Date of birth

DO 10 10 62

Nationality

NA

BRITISH

Business occupation

OC

COMPANY SECRETARY

Other directorships

OD*** Voluntary details**

I consent to act as director of the company named on page 1

Consent signature

Signed

Date 12 - December 1991

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

ROBERT JOHN

WINDMILL

AD

57 RIVERMEAD COURT

RANELAGH GARDENS

Post town LONDON

County/Region

Postcode SW6 3RY

Country

DO 3 1 0 1 1 0 4 1Nationality **NA** BRITISH**OC** SOLICITOR**OD** SEE LIST ATTACHED

I consent to act as director of the company named on page 1

Signed

Date 12-December 1991

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signature of agent on behalf of all subscribers

Date 12-December 1991

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

LIST OF DIRECTORSHIPS - R.J. WINDMILL

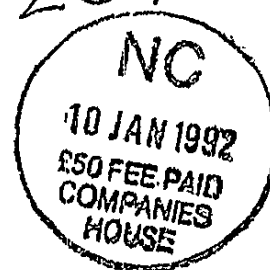
National Heritage Limited	1177889
Harvey Hubbell Limited	669157
Grelco Limited	854486
Grelco Realisations Limited	346085
Croft Hill Investments Limited	1285242
Oberman (Watford) Limited	358382
La Bour Pump Company Limited	331470
Dickensons Quality Meats Limited	1614714
Fairlawr Limited	1809675
Flogas Limited	993638
Chattem (U.K.) Limited	1472031
Mitre House Nominees Limited	2640284
Mitre Secretaries Limited	1447789
Katun (UK) Limited	1552270
Katun (Sales) Limited	1614247
Debat Ethical and Cosmetic Preparations Limited	861049
Carlton Cards Limited	61412
Temple Court Consultants Limited	1989259
Glengate (Folkestone) Limited	2043309
Glengate (Folkestone) (2) Limited	2052981
Mitre House Nominees Limited	2640284

Held during the last five years

Scottish Trust Managers Limited	Resigned 17.09.86
Gresham Street Nominees Limited	Resigned 18.09.86
FSG Limited	Resigned 13.11.89
Colquhoun Lawson & Company Limited	Dissolved 30.10.90
Kumagai Gumi U.K. Limited	Resigned 25.09.91

The Companies Act 1985
Company Limited By Shares

2678296



MEMORANDUM OF ASSOCIATION

of

INTERCEDE 959 LIMITED

1. The Company's name is "INTERCEDE 959 LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1 to carry on all or any of the following businesses: representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for or on behalf of any individual, company, firm or other body or as principals in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of

facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the directors;

- 3.2 to buy, sell, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes;
- 3.3 to apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or 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 the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the rights and information so acquired;
- 3.4 to sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company;
- 3.5 to carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaries, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company;
- 3.6 to manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require;

- 3.7 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 3.8 to purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;
- 3.9 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;
- 3.10 to invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient;
- 3.11 to lend money to such companies with or without security and otherwise on such terms as may seem expedient;
- 3.12 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant 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 both such methods, the performance of the contracts or obligations and the repayment or

payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not;

- 3.13 to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description;
- 3.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies;
- 3.15 to grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons;
- 3.16 to promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 3.17 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);

- 3.18 to procure the Company to be registered or recognised in any country or place in any part of the world;
- 3.19 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 3.20 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid;
- 3.21 to insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company;
- 3.22 to act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested;
- 3.23 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever;
- 3.24 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;
- 3.25 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, subsidiaries or otherwise; and

- 3.26 to do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

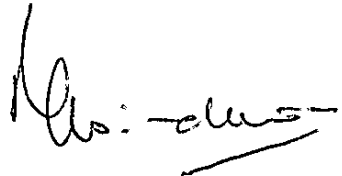
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, AND ADDRESSES OF SUBSCRIBERS BY EACH SUBSCRIBER

ROBERT JOHN WINDMILL
57 Rivermead Court
Ranelagh Gardens
London SW6 3RY

One



SOLICITOR

BARBARA REEVES
Flat 2
24 Bracknell Gardens
London NW3 7ED

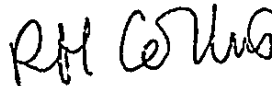
One



COMPANY SECRETARY

Dated this 24 day of December 1991.

Witness to the above Signatures:



RICHARD COLLINS
Mitre House
160 Aldersgate Street
London EC1A 4DD

SOLICITOR

The Companies Act 1985
Company Limited by Shares

ARTICLES OF ASSOCIATION

of

INTERCEDE 959 LIMITED

DEFINITIONS AND INTERPRETATION

6. Definitions

In these Articles the following words and expressions have the meanings set opposite them:-

"Act" the Companies Act 1985

"these Articles" these articles of association as originally adopted or as altered from time to time

"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

"Statutes" every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company.

7. Table A

The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94, 101 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

8. Directors' power to allot shares

Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

9. Amount of directors' power to allot shares

The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.

10. Duration of directors' power to allot shares

The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

11. Disapplication of statutory pre-emption provisions

The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

12. Company's lien

The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

13. Right to refuse registration

The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

14. Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors 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.

15. Right to demand a poll

A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

16. Voting

On a show of hands or on a poll votes may be given either personally or by proxy.

NUMBER OF DIRECTORS

17. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

DELEGATION OF POWERS

18. Committees

The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

"Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company".

ALTERNATE DIRECTORS

19. Appointment and removal

Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.

20. Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

21. No retirement by rotation

The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

22. Casual vacancy

The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

23. Majority holders' right to appoint and remove directors

Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or

removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

24. No age limit for directors

There shall be no age limit for directors of the Company.

25. No directors' shareholding requirement

A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. Disqualification

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

27. Ordinary remuneration and extra remuneration

Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

PROCEEDINGS OF DIRECTORS

28. Notice to directors outside the United Kingdom

Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom".

29. Sole director

If and so long as the minimum number of directors specified under these Articles is one, a sole director may exercise all the powers conferred on the directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

30. Participation at meetings by telephone

Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

31. Directors' interests

Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to 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.

THE SEAL

32. Sealing

If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

33. Execution of a document as a deed

Where the Statutes so permit, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have

effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

34. Official seal

In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

NOTICES

35. Form of notice

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111, and 112 of Table A shall be amended accordingly.

INDEMNITY

36. Officers' indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

37. Directors' power to purchase indemnity insurance

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

ROBERT JOHN WINDMILL
57 Rivermead Court
Ranelagh Gardens
London SW6 3RY

SOLICITOR

R. John Windmill

BARBARA REEVES
Flat 2
24 Bracknell Gardens
London NW3 7ED

COMPANY SECRETARY

Barbara Reeves

Dated this 24 day of December 1991.

Witness to the above Signatures:

RHC

RICHARD COLLINS
Mitre House
160 Aldersgate Street
London EC1A 4DD

SOLICITOR

FILE COPY



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

No. 2678296

I hereby certify that

INTERCEDE 959 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 16 JANUARY 1992

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Registered No: 2678296

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

INTERCEDE 959 LIMITED

(passed on 24th April 1992)



At an extraordinary general meeting of the Company duly convened and held on 24th April 1992 the following resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

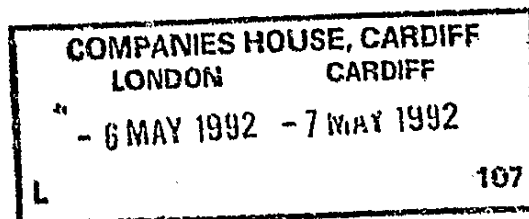
1. THAT with the consent of the Registrar of Companies, the name of the Company be changed to "Tarmac Construction 959 Limited"; and
2. THAT the wording contained in the document produced to the Meeting and for the purposes of identification marked "A" and signed by the Chairman of the Meeting be approved and adopted as sub-clause (1) of clause 3 of the Company's Memorandum of Association in substitution for and to the exclusion of the existing sub-clause (1) of clause 3 in the Memorandum of Association.

A. Wood

.....
Chairman

13/5/92

CONSTRUCTION HOUSE
11 RED STREET
WOLVERHAMPTON
CV1 1HH



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2678296

I hereby certify that

INTERCEDE 959 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TARMAC CONSTRUCTION 959 LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 13 MAY 1992

M. Rose
M. ROSE

an authorised officer

Company Registration No. 2678296

The Companies Act 1985

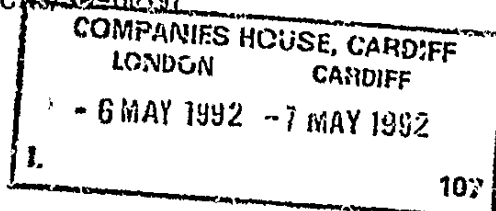
Company Limited by Shares

INTERCEDE 959 LIMITED
(Change of name to Tarmac Construction 959 Limited pending)

AMENDED MEMORANDUM OF ASSOCIATION
amended by Special Resolution on 24th April 1992

McKenna & Co
Mitre House, 160 Aldersgate Street, London EC1A 4DE
Telephone: 071-606 9000 Fax: 071-606 9100
CDE Box 724

Doc. Ref: /G/CNS/SW-D0197



Registered No. 2678296

The Companies Act 1985
Company Limited By Shares

AMENDED MEMORANDUM OF ASSOCIATION

of

INTERCEDE 959 LIMITED

(Amended by Special Resolution passed on 24th April 1992)

1. The Company's name is "INTERCEDE 959 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1 (a) to carry on all or any of the businesses of civil engineering and building contracting, turnkey contracting, construction management, project management, management contracting, general constructional engineering and design, and, in addition to carry on any of the following activities namely to promote, finance, design, construct, execute, carry out, equip, improve, fit out, refurbish, maintain and operate projects for motorways and other roads, railways, airfields, barrage schemes, power generation plants, docks, harbours, wharves, bridges, canals, watercourses, reservoirs, water supply and treatment, irrigation, land reclamation, sewerage, drainage, sanitation, the supply of water, gas, electricity and other public services, housing, factories, offices and any other works both for the public and private sector (including the obtaining of concessions for the purposes thereof);

- (b) to exercise and carry on the trades or businesses of manufacturers of and dealers in slag, tarred, bituminous or other coated macadam, tar paving and other kinds of road metal or material and other slag products and the trades or businesses of paviors, stone, macadam, granite and lime merchants, artificial stone manufacturers, asphalters, concretors, limestone burners, quarry owners and workers, miners, coal and coke merchants, colliery owners or proprietors, producers, manufacturers and suppliers of gas, manufacturers and dealers in all kinds of bricks, building, paving, roofing and roadmaking materials, masons, importers and exporters of and dealers in macadam, bitumen, cement, concrete, tar, lime, fertilisers, stone, timber, hardware, tiles, pipes and articles of every description connected with such trades or businesses and to make, pave, cover and repair roads, streets, paths, courts, buildings, alleys, tunnels, subways, floors, roofs and any other place or thing with all or any of the materials aforesaid or with any other material, substance or composition whatsoever;
- (c) to search for, get, win, work, raise, make merchantable, produce, sell and deal in stone, coal, slag, ironstone, brick-earth, bricks, clay, ores, limestone and minerals and substances of all kinds;
- (d) to carry on, either in connection with the trades or businesses aforesaid, or as distinct and separate trades or businesses, the trades or businesses of engineers, brick-makers, decorators, merchants and dealers in stone, slag, slag products, granite, lead, clay, sand, lime, fertilisers, cement, bricks, timber, hardware and other building requisites, brick and tile and terra cotta makers, and workers in clay, stone, iron, marble and other substances, and to buy, sell, manufacture, refine, prepare, alter, exchange, import, export and deal in all articles, substances, products and things which may be required or usefully employed in or used by persons engaged in any such businesses or which may

debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company;

- 3.5 to carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaries, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents for any company;
- 3.6 to manufacture, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require;
- 3.7 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 3.8 to purchase, take on lease or licence or in exchange, apply for, hire, renew or otherwise acquire and hold for any estate or interest, and to sell, let, license or otherwise dispose of, in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;
- 3.9 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;

- 3.10 to invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient;
- 3.11 to lend money to such companies with or without security and otherwise on such terms as may seem expedient;
- 3.12 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant 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 both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not;
- 3.13 to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description;
- 3.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments, and to buy, sell and deal in foreign currencies;
- 3.15 to grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or connections, and to make payments towards insurance for any such purpose, and to establish or support trusts, funds or schemes (whether contributory or non- contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons;

- 3.16 to promote or assist in promoting any company or companies in any part of the world and to subscribe for shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 3.17 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);
- 3.18 to procure the Company to be registered or recognised in any country or place in any part of the world;
- 3.19 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 3.20 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company or any company promoted by the Company, the issue of the capital of the Company or any such other company, the negotiations between the promoters preliminary to the formation of the Company, the acquisition by the Company of any property or assets and the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid;
- 3.21 to insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company;
- 3.22 to act as directors or managers of, or to appoint directors or managers of, any subsidiary company or any other company in which the Company is or may be interested;
- 3.23 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or other useful object whatever;

- 3.24 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;
- 3.25 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, subsidiaries or otherwise; and
- 3.26 to do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere. The intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph, from the name of the Company or from the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

Registered No: 2678296

THE COMPANIES ACT 1985
SPECIAL RESOLUTIONS
of
INTERCEDE 959 LIMITED
(passed on 24th April 1992)



At an extraordinary general meeting of the Company duly convened and held on 24th April 1992 the following resolutions were duly passed as Special Resolutions of the Company:-

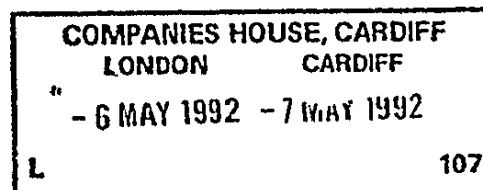
SPECIAL RESOLUTIONS

1. THAT with the consent of the Registrar of Companies, the name of the Company be changed to "Tarmac Construction 959 Limited"; and
2. THAT the wording contained in the document produced to the Meeting and for the purposes of identification marked "A" and signed by the Chairman of the Meeting be approved and adopted as sub-clause (1) of clause 3 of the Company's Memorandum of Association in substitution for and to the exclusion of the existing sub-clause (1) of clause 3 in the Memorandum of Association.

A. J. Wood

.....
Chairman

CONSTRUCTION HOUSE
12 NEW STREET
WOLVERHAMPTON
CV1 1HY



/H/PNS/SW-D0160

"A"

agreed

- 3.1 (a) to carry on all or any of the businesses of civil engineering and building contracting, turnkey contracting, construction management, project management, management contracting, general constructional engineering and design, and, in addition to carry on any of the following activities namely to promote, finance, design, construct, execute, carry out, equip, improve, fit out, refurbish, maintain and operate projects for motorways and other roads, railways, airfields, barrage schemes, power generation plants, decks, harbours, wharves, bridges, canals, watercourses, reservoirs, water supply and treatment, irrigation, land reclamation, sewerage, drainage, sanitation, the supply of water, gas, electricity and other public services, housing, factories, offices and any other works both for the public and private sector (including the obtaining of concessions for the purposes thereof);
- (b) to exercise and carry on the trades or businesses of manufacturers of and dealers in slag, tarred, bituminous or other coated macadam, tar paving and other kinds of road metal or material and other slag products and the trades or businesses of paviors, stone, macadam, granite and lime merchants, artificial stone manufacturers, asphalters, concretors, limestone burners, quarry owners and workers, miners, coal and coke merchants, colliery owners or proprietors, producers, manufacturers and suppliers of gas, manufacturers and dealers in all kinds of bricks, building, paving, roofing and roadmaking materials, masons, importers and exporters of and dealers in macadam, bitumen, cement, concrete, tar, lime, fertilisers, stone, timber, hardware, tiles, pipes and articles of every description connected with such trades or businesses and to make, pave, cover and repair roads, streets, paths, courts, buildings, alleys, tunnels, subways, floors, roofs and any other place or thing with all or any of the materials aforesaid or with any other material, substance or composition whatsoever;

- (c) to search for, get, win, work, raise, make merchantable, produce, sell and deal in stone, coal, slag, ironstone, brick-earth, bricks, clay, ores, limestone and minerals and substances of all kinds;
- (d) to carry on, either in connection with the trades or businesses aforesaid, or as distinct and separate trades or businesses, the trades or businesses of engineers, brick-makers, decorators, merchants and dealers in stone, slag, slag products, granite, lead, clay, sand, lime, fertilisers, cement, bricks, timber, hardware and other building requisites, brick and tile and terra cotta makers, and workers in clay, stone, iron, marble and other substances, and to buy, sell, manufacture, refine, prepare, alter, exchange, import, export and deal in all articles, substances, products and things which may be required or usefully employed in or used by persons engaged in any such businesses or which may appear capable of being usefully or profitably dealt in in connection with any of the said businesses;
- (e) to carry on, either in connection with the trades, or businesses aforesaid or as distinct and separate trades, the trades or businesses of hirers of plant, tools, machinery, vehicles, portable buildings, equipment and requisites of all kinds suitable for use in the building, constructional and civil engineering industries;
- (f) to carry on any other trade, activity or business whatever in the connection with or ancillary to any purpose connected with the above trades or businesses; and
- (g) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of the property or any part thereof.

G**COMPANIES FORM No. 225(1)****225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
-
- (Address overleaf - Note 6)

Company number

2678296

Name of company

* Tarmac Construction 959 Limited

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 2

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

6. Signed

Designation† Secretary

Date 20.11.92

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address
telephone number and reference (if any):Brian Winhall,
Tarmac Construction Ltd.,
Construction House,
Wolverhampton,
WV1 4HY.

0902 316424

For official use
D.E.S.

Post room

COMPANIES HOUSE
25 NOV 1992

COMPANY NUMBER: 2678296

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

TARMAC CONSTRUCTION 959 LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Construction House, Wolverhampton, WV1 4HY on the 7th day of April 1993, the following Resolution was passed as a Special Resolution, viz:-

Special Resolution

1. The accounts of the Company for the financial year ending 31 December 1992 having been laid before the Company at the meeting and the Company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.

Brian Kelland 

Chairman



28-04-93

COMPANY NUMBER: 2678296

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

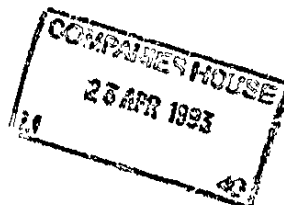
TARMAC CONSTRUCTION 959 LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Construction House, Wolverhampton, WV1 4HY on the 7th day of April 1993, the following Resolutions were passed as Elective Resolutions, viz:-

Elective Resolutions

1. The provisions of Section 80A of the Act shall apply instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this Resolution, of an authority under the said Section 80.
2. The Company hereby elects:-
 - (a) Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general Meeting;
 - (b) Pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (c) Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

[Handwritten signature]

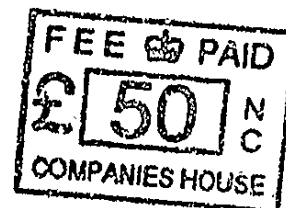


Chairman

No. 2678296

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION
OF
TARMAC CONSTRUCTION LIMITED 959

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 25th October at *Construction House, Wokingham* 4.15 p.m. the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

THE name of the Company be changed to Ruberoid Building Products Limited.

[Signature]
.....
Chairman

G14ROPB 23

B3126364
11/11/93



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2678296

The Registrar of Companies for England and Wales hereby certifies that

TARMAC CONSTRUCTION 959 LIMITED

having by special resolution changed its name, is now incorporated
under the name of

RUBEROID BUILDING PRODUCTS LIMITED

Given at Companies House, London, the 2nd November 1993

L. Mills

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E

COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

1 1 1 1 1 1 1 1

2678296

Name of company

* RUBEROID BUILDING PRODUCTS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 16th March 1994 the nominal capital of the company has been
increased by £ 999,998 beyond the registered capital of £ 100.

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

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

M.L. KIPPEN

Designation ‡ Secretary

Date 16th March 1994

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

M.L. KIPPEN
RUBEROID PLC
197 KNIGHTSBRIDGE
LONDON
SW7 1RB
TEL: 071 684 7667

For official Use
General Section

Post room

Barcode

REG #ABSX4UX# 448
COMPANIES HOUSE 21/09/94

No: 2678296

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

RUBEROID BUILDING PRODUCTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 16 March 1994 at 5.30 pm the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:-

- 1.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Special Resolution all the powers of the Company to allot relevant securities up to an aggregate nominal amount of the authorised but unissued share capital of the Company from time to time;
- 1.2 pursuant to and during the period of the said authority the directors be empowered to allot equity securities wholly for cash as if Section 89 (1) of the said Act did not apply to any such allotment; and
- 1.3 for the purposes of this Resolution, words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings herein.

Chairman

