

**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

* insert full
name of Company

Name of company

* HANSON HOMES LIMITED

I, Charles Hamshaw Thomas
of 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 1 Grosvenor Place above

Declarant to sign below

the 7th day of October
One thousand nine hundred and ninety-two
before me [Signature] (J.R. PHILLIPS)

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: CHT)
1 Grosvenor Place
London SW1X 7JH

Tel: 071 245 1245

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 230600 Telex 449119

10

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

This form should be completed in black.

CN

2755729

For official use

14

Company name (in full)

Hanson Homes Limited

Registered office of the company on
incorporation.

RO 1 Grosvenor Place

Post town

County/Region

London

Postcode

SW1X 7JH

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.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

1

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

Charles Hamshaw Thomas

1 Grosvenor Place

London

Postcode

SW1X 7JH

Telephone

071 245 1245

Extension

3242

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.

Consent signature

CS	Mr
	Roger Thomas Virley
	Tyson
	N/A
	N/A
	N/A
AD	16 Priest Avenue
Post town	Wokingham
County/Region	Berkshire
Postcode	RG11 2LX
Country	UK
I consent to act as secretary of the company named on page 1	
Signed	<i>M. Virley</i>
Date	16/9/92

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.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	Mr
	Graham
	Dransfield
	N/A
	N/A
	N/A
AD	18 Downs Hill
Post town	Beckenham
County/Region	Kent
Postcode	BR3 2HB
Country	UK
DO	01 5 01 3 51
Nationality	NA British
OC	Senior Solicitor
OD	See attached
I consent to act as director of the company named on page 1	
Signed	<i>Graham Dransfield</i>
Date	16/9/92

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

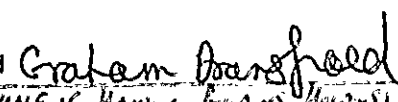
CD	Mr
	Martin Charles
	Murray
	N/A
	N/A
	N/A
AD	45 Mexfield Road
Post town	Putney
County/Region	London
Postcode	SW15 2RG
Country	UK
DO	1 3 0 4 5 5
Nationality	NA British
OC	Solicitor
OD	None
I consent to act as director of the company named on page 1	
Signed	
Date	16/9/92

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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.

Signed		Date	16/9/92
ON BEHALF OF MARTIN CHARLES MURRAY'S COMPANY			
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

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.

Consent signature

CS

AD

Post town

County/Region

Postcode

Country

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

Signed

Date

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.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

Mr

Charles William

Hamshaw Thomas

N/A

N/A

N/A

AD

23 Queensdale Road

Post town

County/Region

London

Postcode

SW1X 7JH

Country

UK

DO

1

9

1

0

6

0

Nationality

NA

British

OC

Solicitor

OD

None

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

Signed

Date

6/10/92

HANSON PLC and Subsidiaries

Particulars required to be entered in the Register of Directors pursuant to Section 289, Companies Act 1985

FULL NAME: Graham DRANSFIELD ANY FORMER NAME: None

NATIONALITY: British DATE OF BIRTH: 5 March 1951

USUAL RESIDENTIAL ADDRESS:

18 Downs Hill, Beckenham, Kent BR3 2HB

PRINCIPAL BUSINESS OCCUPATION:

Associate Director, Hanson PLC

UK CURRENT DIRECTORSHIPS, not being wholly owned subsidiaries of Hanson PLC:

Exploration Ventures Limited
Exven Limited
Minven Minerals Limited

UK PAST DIRECTORSHIPS HELD IN THE LAST FIVE YEARS, not being wholly owned subsidiaries of Hanson PLC:

Hanson Lex Limited

Date ceased to act

20.11.91

April 1992

2755729



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

HANSON HOMES LIMITED

INC 47987 119

1. The name of the Company is HANSON HOMES LIMITED.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (1) (i) To co-ordinate the activities, administration and finances of any company that is or may hereafter be a subsidiary of or associated with the Company;
 - (ii) To carry on business as a general commercial company.
- (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, forgings, castings, 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,

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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.
- (23) To raise, borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital and to redeem, purchase, or pay off any such securities.
- (24) To draw, accept, indorse, discount, execute, issue, and deal in bills of exchange, promissory notes, debentures, bills of lading, warrants, and other negotiable or transferable instruments or securities.

- (25) To remunerate any parties for services rendered or to be rendered, in placing or assisting to place any debentures, debenture stock, or other securities of the Company or in or about the formation or promotion of the Company, or the conduct of its business.
 - (26) 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.
 - (27) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the Company.
 - (28) To procure the Company to be registered or recognised, and establish and maintain local registers agencies and branch places of business in any parts of the world.
 - (29) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging or creating a lien upon the whole or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or any other subsidiary (as also defined by the said Section) of the Company's holding company or is otherwise associated in business with the Company.
 - (30) To distribute among the members of the Company in specie any property of the Company.
 - (31) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The authorised capital of the Company is £10,000,000 divided into 10,000,000 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 our respective names.

Name and Address of Subscriber

Number of shares taken by
Subscriber

Graham Dearsfield
For and on behalf of
Hanson Building Holdings Limited
1 Grosvenor Place
London
SW1X 7JH

One

Dated the *16th* day of September, 1992

Witness to the above Signature:-

Carol Ann Walsh
1 GROSVENOR PLACE
LONDON SW1X 7JH.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of HANSON HOMES LIMITED

PRELIMINARY

1. (a) The regulations contained in 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 (such Table being hereinafter called "Table A") shall apply to the Company save insofar 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 and the expression "the Statutes" shall mean the Act, the Companies Act 1989 and all other legislation for the time being in force concerning companies and affecting the Company.

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 in 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 adoption of these Articles at any time or times during the period of five years from the date of adoption of these Articles 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 Sections 80 and 80A of the Act) be

renewed, revoked or varied by Ordinary or Elective Resolution of the Company.

- (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 or variation thereof as if Section 89(1) of the Act 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.

MEMBERSHIP

3. If at any time the Company has only one Member all provisions of these Articles referring to the Members shall be read and construed as only requiring, and applying equally to, one sole Member.
4. 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.
5. 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 of any general meeting shall be one (if the Company has only one Member) or two (if the Company has more than one Member), such Member(s) being present in person or by proxy or, being a corporation, by a duly authorised representative or proxy. A proxy shall be entitled to speak at all general meetings and vote on a show of hands.
6. 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.
7. 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

8. (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.
- (b) Whenever the Company has an election in force to dispense with the laying of accounts and reports in General Meeting, notice to shareholders of their right to require a General Meeting may be satisfied by the inclusion of an appropriate notice within the directors' report accompanying the accounts.

9. (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.
10. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be modified accordingly.
11. 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 (h) thereof, the word "or" was deleted at the end of paragraph (b) thereof and paragraphs (c) and (d) were deleted.

DIRECTORS

12. The minimum number of Directors shall be one and Regulation 64 of Table A shall be modified accordingly. 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

13. 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 and any other company having a direct or indirect connection with the Company).

ALTERNATE DIRECTORS

14. Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. 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 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 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 21. Regulations 65 to 69 inclusive of Table A shall not apply to the Company.

GRATUITIES AND PENSIONS

15. 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

16. (a) The Company may exercise all the powers conferred by the Statutes 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.
- (b) Subject to the Statutes, the Company may dispense with the need for an official seal, either generally or in respect of particular classes of documents, at the Directors' discretion, and, whether it does or does not dispense with a seal, a document signed by a Director and the Secretary or by any two Directors and expressed (in whatever form of words) to be executed by the Company shall have the same effect as if executed under its seal, and a document so executed by the Company which makes it clear on its face that it is intended to be a deed shall have effect upon delivery as a deed.

DIRECTORS' INTERESTS

17. (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

18. Without prejudice to any other provisions of or incorporated in these Articles 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.
19. 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.
20. 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.
21. 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

22. A Director absent or intending to be absent from the United Kingdom may request that notices (which need not be in writing) of Board meetings shall during his absence be given 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.
23. 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.
24. 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.
25. A resolution in writing signed by or on behalf of all the Directors or a sole director 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

26. 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.
27. 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

28. 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 or officers within the meaning of those words as stated in these Articles and in the Statutes.

MODIFYING RIGHTS

29. 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 proxy or, being a corporation, by a duly authorised representative.

NOTICES

30. 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 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 the first named 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 shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or 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 after 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 or otherwise delivered.
31. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such Members as under the provisions of these Articles 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 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.
32. In Regulation 117 of Table A there shall be inserted before the words "determine how the division" the words "with the like sanction".
33. If the Company shall pass an Elective Resolution in accordance with Section 379A(1) of the Act, the terms of such resolution as so passed shall have effect notwithstanding any contrary provision in Table A or these Articles.

INDEMNITY

34. (a) Subject to the Statutes 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 144 or 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.
- (b) To the extent permitted by the law the Directors may arrange insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any Director, officer or the Auditors of the Company and/or any of its subsidiary undertakings in relation to anything done or alleged to have been done or omitted to be done as Director, officer or as the Auditors of the Company and/or, as the case may be, any of its subsidiary undertakings.

Name and Address of Subscriber

Number of shares taken by
Subscriber

Craham Doorefield

G Dransfield
For and on behalf of
Hanson Building Holdings Limited
1 Grosvenor Place
London
SW1X 7JH

One

Dated the 16th day of September, 1992

Carol Ann Walsh
1 Grosvenor Place
London
SW1X 7JH

Carol Ann Walsh

FILE COPY



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

No. 2755729

I hereby certify that

HANSON HOMES 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 14 OCTOBER 1992

A handwritten signature in dark ink, appearing to be 'P. J. Jones', written over a faint circular stamp.

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 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

To the Registrar of Companies
(Address overleaf)

Company number

2755729

Name of company

* Hanson Homes Limited

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 0 0 9

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

C. J. R.

Designation†

Director

Date

22/1/93

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

Hanson PLC (Ref: CHT)
1 Grosvenor Place
London
SW1X 7JH

Tel: 071 245 1245

For official use
D.E.B.

Post room

HOUSE
25 JAN 1993
10

G

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

For official use

Company number

--	--	--

2755729

Name of company

* HANSON HOMES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated JANUARY 13, 1983 the nominal capital of the company has been
increased by £ 270,000.000 beyond the registered capital of £ 10,000,000.

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

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

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:

Table A in the Company (Tables A to F) Regulations
1985 as incorporated in the Articles.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePlease tick here if
continued overleaf

--

Signed

P. L. H. L. Z

Designation

J. H. H. C.

Date

*22.1.83*Presentor's name address and
reference (if any):*Hanson Rec (Ref. 147)*

1 Grosvenor Place
London
SW1X 7JH

For official Use
General Section

Post room

COMPANIES HOUSE
25 JAN 1983

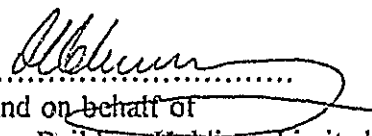
Company No. 2755729

HANSON HOMES LIMITED

ORDINARY RESOLUTIONS

RESOLVED by the sole Member of the above named Company entitled to attend and vote at an Extraordinary General Meeting in accordance with Regulation 53 of Table A in the Company (Tables A to F) Regulations 1985, as incorporated in the Articles of Association of the Company.

1. "THAT the authorised share capital of the Company be increased by the creation of 290,000,000 additional shares of £1 each such shares to rank pari passu with the 10,000,000 existing shares of £1 each in the authorised capital of the Company."
2. "THAT the Directors shall have unconditional authority to allot grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring on the date immediately preceding the fifth anniversary of the passing of this Resolution unless renewed, varied or revoked by the Company in General Meeting and the aggregate nominal value of the relevant securities which may be allotted pursuant to such authority shall be equal to the authorised share capital of the Company remaining unissued at the time of the passing of this Resolution."


.....
For and on behalf of
Hanson Building Holdings Limited

Date: January 13, 1993

Company No. 2755729
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of Hanson Homes Limited

passed the 8th April 1993

At a general meeting of the members of the
above-named company, duly convened and held at Beazer
House, Lower Bristol Road, Bath, AVON, BA2 3EY on the
8th April 1993, the following SPECIAL RESOLUTION was
passed:

CHANGE OF
COMPANY NAME

THAT the name of the company be changed to:

Beazer Homes Limited

Signed:

Chairman / Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2755729

I hereby certify that

HANSON HOMES LIMITED

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

BEAZER HOMES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 JUNE 1993

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

No. 2755729

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
BEAZER HOMES LIMITED

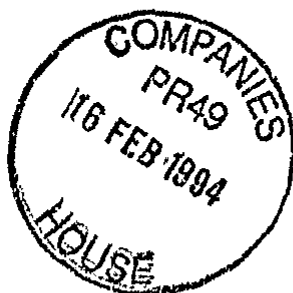
We, the undersigned, HANSON BUILDING HOLDINGS LIMITED, being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (which Regulation is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

"That the Directors of the Company be and they are hereby authorised and instructed to procure the Company to sell to Hanson PLC, CHB Group Limited and British Ever Ready Limited in such respective proportions as the Directors may in their absolute discretion decide the Company's interests in the share capitals of all or any of the Company's subsidiaries for such sums and on such terms as the Directors think fit notwithstanding that the Company will or may be selling or disposing or offering to sell or dispose of such interests at a price or for a consideration which is lower than the market value thereof or represents a gratuitous transfer of value in respect thereof."

Graham Bransfield
for Hanson Building Holdings Limited

January 21, 1994



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2755729

The Registrar of Companies for England and Wales hereby certifies that
BEAZER HOMES LIMITED

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

HANSON (BHL) LIMITED

Given at Companies House, London, the 1st March 1994

A handwritten signature in cursive script, appearing to read 'L. Mills'.

MRS L. MILLS

For The Registrar Of Companies



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

No. 2755729

010394
Lug



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

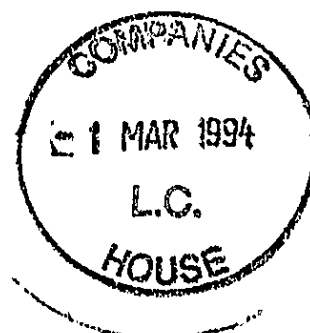
SPECIAL RESOLUTION
of
BEAZER HOMES LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held at February 28, 1994 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the name of the Company be changed to HANSON (BHL) LIMITED".

Graham Mansfield
.....
Chairman



LCB004959
C/W/200/3
Hanson.