

Number of Company: 2757907

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

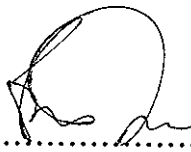
COSTAIN OVERSEAS HOLDINGS LIMITED

Passed 16 NOVEMBER 1995

AT an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE on 16 November 1995, the subjoined Special Resolution was duly passed, viz:-

RESOLUTION

That the regulations contained in the printed document submitted to this meeting be and are hereby adopted as the Articles of Association of the company.


.....SECRETARY.



No. 2757907

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

COSTAIN OVERSEAS HOLDINGS LIMITED

Incorporated 22 October 1992

16 November 1995

Number of 2787807
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

Pursuant to s. 379(A) of the Companies Act 1985)

OF

OSTAIN OVERSEAS HOLDINGS LIMITED

Passed 11 January, 1993.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 111 Westminster Bridge
Road, London SE1 7UE

on the 11 day of January, 1993 the subjoined
ELECTIVE RESOLUTION was duly passed, viz.:—

RESOLUTION

Pursuant to Section 366A to dispense with the holding of annual
general meetings.

Pursuant to Section 386 to dispense with the obligation to appoint
auditors annually.

Pursuant to Section 252 to dispense with the laying of Accounts and
Reports before the company in general meeting.

Signature.....

SECRETARY.....

To be signed by the
Chairman, a Director, or
the Secretary of the
Company.

NOTE: — To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2757907

I hereby certify that

WATCHPRAISE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

COSTAIN OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 2 DECEMBER 1992

P. A. Morgan

P.A.MORGAN (MRS)

an authorised officer



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

No. 2757907

I hereby certify that

WATCHPRAISE 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 22 OCTOBER 1992

P. Bevan
P. BEVAN

an authorised officer

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF COSTAIN OVERSEAS HOLDINGS LIMITED (As altered by Special Resolution passed 2 December 1992)

1. The Company's name is : "COSTAIN OVERSEAS HOLDINGS LIMITED"
2. The Company's registered office is to be situated in England & Wales.
3. The Company's objects are :-
 - (a)(i) To carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies corporations or undertakings in which this Company is a member or participant or which are controlled by or associated with this Company in any manner, to assist financially, subsidise or enter into subvention agreements with any such companies, corporations or undertakings and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff, office accommodation or social or welfare services and facilities, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of the businesses carried on by any such companies, corporations or undertakings.
 - (a)(ii) To carry on business as builders and contractors for the execution of projects and works of all kinds, to apply for, purchase or otherwise acquire contracts and commissions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of projects and other works of all kinds, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

* Name changed from "Watchpraise Limited" by Certificate of the Registrar of Companies dated 2 December 1992.

- (a)(iii) To purchase, take on lease or in exchange or otherwise acquire any lands, houses, buildings, factories, industrial installations and property of all kinds and any estate or interest in or rights connected therewith, and to develop and turn to account the same, in any manner, and in particular by laying out and preparing the same for building purposes, construction, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same.
- (a)(iv) To construct, execute, carry out, equip, improve, develop, maintain, administrate, manage or control public or private works and conveniences of all kinds which includes buildings, factories, industrial plants, chemical works, railways, tramways, roads, docks, harbours, piers, wharves, pipelines, canals, reservoirs, waterworks, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, oil, gas, electricity, telephonic, telegraphic, wireless and power supply works, hotels, clubs, restaurants, theatres, cinemas, stadia, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and all other works and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (a)(v) To advise, manage, supervise, and render services of any kind which may be desired to any company, firm or person in relation to any activities similar to any business which the Company has power to carry on.
- (a)(vi) To apply for, purchase or otherwise acquire any inventions, patents, brevets d'invention, licences, concessions, protections, secret processes and the like, and any interests in the same conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may appear likely to be advantageous or useful to the Company or which may seem to the Company capable of being profitably dealt with; to make experiments, to test, to approve, or seek to improve the same, and any patents, inventions or rights which the Company may propose to acquire, to grant licences and privileges in respect of such inventions and to use the same and manufacture thereunder.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) 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 any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the

Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

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

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

NOTE: By Ordinary Resolution of the Company passed 2 December 1992 the authorised share capital of the company was increased to £1,000,000 divided into 1,000,000 shares of £1 each.

NOTE: By Ordinary Resolution of the Company passed 10 August 1993 the authorised share capital of the company was increased to £4,100,000 divided into 4,100,000 shares of £1 each.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 16 November 1995)

of

COSTAIN OVERSEAS HOLDINGS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in accordance with Section 8 of the Companies Act 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 61, 73-78, 80, 81(e), 101 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CERTIFICATES

3. In the second sentence of Regulation 6 of Table A the words "sealed with the seal" shall be omitted and replaced by "executed under seal or as permitted by Section 36A of the Companies Act 1985 or otherwise as permitted by law from time to time".

LIEN

4. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

5. In Regulation 24 of Table A the words "which is not fully paid" shall be omitted.

DISQUALIFICATION OF DIRECTORS

6. In addition to Regulations 81(a) to (d) of Table A, the office of a Director shall be vacated if, by notice in writing signed by a majority of the other Directors, he is called upon to resign the office of Director.

APPOINTMENT OF DIRECTORS

7. The second sentence of Regulation 79 shall not apply to the Company.
8. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

SEAL

9. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or member of such committee and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

INDEMNITY

10. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

ASSOCIATE DIRECTORS

11. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of associate director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of an associate director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit including the power to give an associate director such title or description consistent with the spirit of this Article as the Directors shall decide; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an associate director, except that no act shall be done that would impose any personal liability on any associate director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any associate director from office and if they so decide appoint another in his place, but any such removal shall take effect without prejudice to the rights of either party under any agreement between the associate director and the Company.
- (iii) The appointment of a person to be an associate director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as associate director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office of an associate director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under Sections 295-299 Companies Act 1985, or if he resigns his office or is removed from office by a resolution of the board.
- (iv) An associate director shall not be or be deemed to be a Director of the Company within the meaning of the word as used in Companies Act 1985 or these Articles and no associate director shall be entitled to attend or be present at any meetings of the board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) An associate director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall be at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

PRE-EMPTION RIGHTS

12. Section 89(1) of the Companies Act 1985 shall not apply to the Company.