

Company No: 3061532

ASSTEAD (US) HOLDINGS LIMITED
(the "Company")

Written resolutions of all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings passed on *1st June* ~~May~~, 2000 pursuant to regulation 53 of Table A of the Companies (Tables A to F) (Amendment) Regulations 1985.

1. THAT the articles of association of the Company be amended as follows:
- (A) regulation 24 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall hereafter apply to the Company, and article 1 of the articles of association of the Company shall be amended accordingly; and
 - (B) article 6 of the articles of association of the Company shall be amended by the deletion of the following sentence:

"Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share".



.....
for and on behalf of
ASSTEAD GROUP PLC



Registered No: 03061532

The Companies Act 1985 to 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

ASHTEAD (US) HOLDINGS LIMITED¹

PRELIMINARY

1. Regulations 2, 3, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.
3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.
4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of

¹ The Company was incorporated on 26th May, 1995 under the name "Bramblestream Limited" and its name was subsequently changed to "Kass Plant Limited" pursuant to a special resolution passed on 27th June, 1995 then changed to "Ashtead (US) Holdings Limited" pursuant to a special resolution passed on 13th April, 2000.

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB

JCXT/GOM

shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

- (b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with Section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

- 5. Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

- 6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member.

VOTES OF MEMBERS

- 7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

8. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternative director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.
9. Any Directors may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
10. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
12. The office of a Director shall be vacated:
 - (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
 - (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he ceases from any cause to be a Director.

SECRETARY

14. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

15. Notice of every general meeting shall be given in the manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be WILDMAN & BATTELL LIMITED.

FIRST SECRETARY

17. The first Secretary of the Company shall be SAME-DAY COMPANY SERVICES LIMITED.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILDMAN & BATTELL LIMITED

Bridge House
181 Queen Victoria Street
London
EC4V 4DD

For and on behalf of Wildman & Battell Limited

SAME-DAY COMPANY SERVICES LIMITED

Bridge House
181 Queen Victoria Street
London
EC4V 4DD

For and on behalf of Same-Day Company Services Limited

Dated this 19th day of May 1995.

WITNESS to the above signatures:-

DARRAN WILSON
47 Mortimer Road
East Ham
London
E6 3QP

CB003688699