

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Company 3203966

SPECIAL RESOLUTION

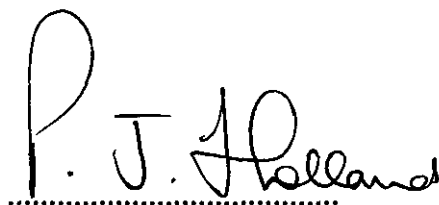
OF

AMEC INTERNATIONAL LIMITED

PASSED ON 12TH NOVEMBER 2001

At an Extraordinary General Meeting of the Company duly convened and held at Sandiway House, Hartford, Northwich, Cheshire, on 12th November 2001, the following Resolution was passed as a Special Resolution.

THAT the regulations contained in the printed document submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof, be approved and adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association thereof.



Chairman



A29
COMPANIES HOUSE

AM8Z15UK

0083
17/11/01

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(Adopted by Special Resolution dated 12th November 2001)

- OF -

AMEC INTERNATIONAL LIMITED

1. The Company's name is

"AMEC INTERNATIONAL LIMITED"
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on business as project designers, engineers, operators, contractors, construction and project managers and advisers of every kind including, without limitation, in connection with works of civil engineering and construction in any business sector and for or in respect of any type of facility and to act as managers of any business, project or venture on behalf of others and to provide design services, research, survey and investigation services and to assist others generally in any business, project, or venture.
 - (b) To undertake purchase or otherwise acquire and carry on and develop the business of protection by cathodic or other methods of buried lines, pipes, girders, jetties, foundations, foundation reinforcements, tanks, ships and structures whether of steel or any other metal from damage or destruction due to corrosion or other natural agencies and to establish research laboratories and other establishments and conduct general chemical, physical and other scientific investigations and analysis for the purpose of discovering and developing methods of affording such protection and to utilise, exploit and put into effect such methods for the purpose of all commercial enterprises together with all or any other trades or businesses usually or conveniently carried on in connection therewith and to prepare, manufacture, import, produce, buy and otherwise deal in all kinds of chemical materials, paints, coatings and wrappings, scientific and electrical equipment and apparatus and other like articles and things.
 - (c) To undertake the specification of techniques and the direction and/or supervision of gas, electric or other forms of welding, to inspect welding and to test welding by gamma ray or other non-destructive tests, or to test welds by the partial or complete destruction of test pieces cut from the work or as may otherwise be conveniently arranged, and to provide a service for the detection of leaks in pipes or containers of any kind, having gases or liquids of any kind within them, including the provision of the necessary apparatus and experts to use them.
 - (d) To employ properly qualified persons to act on the Company's behalf as analytical chemists, metallurgists, scientists and experts or otherwise in any manner in which any such person or persons might act if he or they were carrying on upon his or their behalf any of the businesses of the Company.

- (e) To explore, examine, investigate, test, make experiments, obtain reports, opinions of experts, certificates, analysis, surveys, plans, descriptions and information in relation to any materials, properties or rights which the Company may acquire or become interested in, or with the view of discovering materials, properties or rights which the Company may propose to acquire or become interested in, and to engage, employ, pay fees to retain the services of, and send to any part of the world, agents, explorers, scientists, experts and others for the aforesaid purposes.
- (f) To survey, advise upon, design, specify, construct, execute, carry out, equip, improve, work, develop, administer, manage, control, shutdown or maintain in any way whatsoever works and conveniences of all kinds, which expressions in this Memorandum include oil refineries, tank farms and oil, chemical and other depots installations and facilities as well as railways, tramways, docks, ports, harbours, piers, wharfs, canals, reservoirs, embankments, irrigations, reclamations, improvements, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works, hotels, manufacturing facilities, processing buildings, warehouses, markets and public buildings, and all works or conveniences whatsoever of public utility.
- (g) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the trades or businesses or not, and to carry on any other trade or business, whether manufacturing or otherwise, which can, in the opinion of the Company, be carried on conveniently or advantageously in connection with any of the trades or businesses aforesaid or which, in the opinion of the Company, will directly or indirectly enhance the value of or render profitable any of the Company's property.
- (h) To carry on the business as a general commercial company.
- (i) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, 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 or improving any such patents, inventions or rights.
- (j) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.
- (k) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (l) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co-operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (m) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person 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 rights, charters, licences privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (n) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (p) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- (q) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose 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, debentures or other securities of any such company.
- (r) to advance and lend money or give credit, with or without security to customers and others, to enter into guarantees contracts, or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.
- (s) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge 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.
- (t) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect of 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, debentures or other securities of the Company.
- (u) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities for the Company credited as paid up in full or in part or otherwise.

- (v) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependants; to make payments towards insurance, and to establish form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools, and other institutions for the benefit of any such persons aforesaid.
- (w) To distribute among the members of the Company and property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (x) To procure the Company to be registered or recognised in any part of the world.
- (y) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- (z) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (aa) 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.
- (bb) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others.
- (cc) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- (ii) the word "Company", except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

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

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of Shares shown opposite my respective name.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
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Jean Brown
International House
82-86 Deansgate
Manchester
M3 2ER

ONE ORDINARY

Authorised Signature: _____

TOTAL SHARES TAKEN:

ONE ORDINARY

Dated 21 May 1996

Witness to the above Signature: _____

Michael Robert Swinburne

International House
82-86 Deansgate
Manchester
M3 2ER