

THE COMPANIES ACT 1985

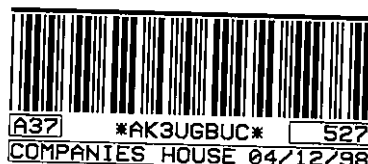
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF
HANSON HOLDINGS (2) LIMITED

SPECIAL RESOLUTIONS

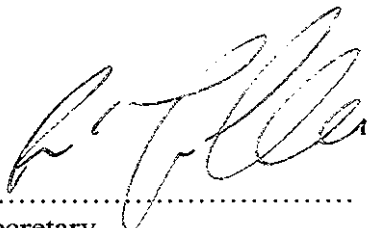
At the Extraordinary General Meeting of the above company held on February 7, 1997, the following Resolutions were passed as SPECIAL RESOLUTIONS:

1. that the authorised share capital be increased from £1,000 to £300,000 by the creation of the 299,000 new ordinary shares of £1 each.
2. that the authorised share capital be re-designated such that (i) 224,498 unissued ordinary shares of £1 each and the existing issued 2 subscriber shares held by Hanson Holdings (1) Limited ("HH1") shall be re-designated "B" ordinary shares of £1 each and (ii) the remaining existing unissued 75,000 ordinary shares of £1 each shall be re-designated "A" ordinary shares of £1 each, in each case such shares to have the rights set out in the attached document which has been signed for the purposes of identification and which shall be adopted as the New Articles of Association of the Company pursuant to resolution 5 below.
3. that the directors of the Company be and hereby are generally and unconditionally authorised pursuant to Section 80A of the Companies Act 1985 (the "Act") to exercise all or any of the powers of the Company to allot and grant rights to subscribe for, or convert securities into, relevant securities (as defined in Section 80(2) of the Act) with an aggregate nominal amount of up to £300,000 for a period expiring on December 31, 1999 (unless renewed, varied or revoked by the Company in general meeting) save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
4. that the provisions of Section 89(1) of the Act and the provisions of Section 90(1) to (6) inclusive of the Act shall not apply to the Company with respect to the authority granted to the directors pursuant to resolution 3 above.



5. that the New Articles of Association of the Company in the form of the attached document which has been signed for the purposes of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.

PIT


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Secretary

Company No:3247530

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HANSON HOLDINGS (2) LIMITED

Adopted by Special Resolution passed on February 7, 1997

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) The authorised share capital of the Company is divided into "A" ordinary shares and "B" ordinary shares which shares shall rank pari passu in all respects EXCEPT THAT:-

(i) Dividends

Out of the profits available for distribution and resolved to be distributed the amount of any dividend paid to the holders of the "A" ordinary shares and "B" ordinary shares shall be in the respective proportions of 9,999.97332:1.

Certified to be a true copy

[Signature]

DIRECTOR
Secretary

(ii) Voting

The holder of each "A" ordinary share shall be entitled to 9,999.97332 votes for each share held by him and the holder of each "B" ordinary share shall be entitled to 1 vote for each share held by him.

(iii) Return of Capital

On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be applied to the holders of the "A" ordinary shares and "B" ordinary shares in the respective proportions of 9,999.97332:1

- (b) 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 (c) 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.
- (c) The Directors are generally and unconditionally authorised, pursuant to Section 80A of the Act, to exercise all or any powers of the Company to allot and grant rights to subscribe for, or convert securities into, relevant securities (as defined in Section 80(2) of the Act) 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 for the period expiring on December 31, 1999 save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired; 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.
- (d) 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 (b) 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.
26. The Board, or a committee of the Board, may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions and addressed to the secretary. The views of the Board, or a committee of the Board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the secretary shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner and signed by the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held.

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.