

FILE COPY



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

Company No. 3311330

The Registrar of Companies for England and Wales hereby certifies that
DON CONSTRUCTION PRODUCTS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Manchester, the 28th January 1997



N033113301

A handwritten signature in dark ink, appearing to read 'P. Akhter', with a long horizontal line extending from the end of the signature.

P. AKHTER

For The Registrar Of Companies



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

Printed and supplied by

JORDANS

21 St Thomas Street Bristol BS1 6JS
Telephone: 0117 923 0600 Fax: 0117 923 0063

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F0120C40

Don Construction Products Ltd

I, Caroline Murphy

of 7 Caernarvon Avenue, Bromlydown, Stone
Staffordshire ST15 8YW

† Please 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~~ ^{SW}
~~company in the statement delivered to the Registrar under section 10 of the~~ ^{SW}
~~Companies Act 1985~~ ^{SW} and that all the requirements of the Companies Act
1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

50 Broad St. Hanley Stoke-on-Trent

the

28th

day of

January

One thousand nine hundred and ninety

seven

● Please print name.

before me ●

SIMON WOODINGS

Signed

Date

28/1/97.

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Kent Jones and Done

Churchill House, 47 Regent Road, Hanley

Stoke on Trent Tel 01782 202020

DX number 20727 DX exchange Hanley



JMA *J50PGSQZ* 170
COMPANIES HOUSE 28/01/97

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

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21 St Thomas Street Bristol BS1 6JS
Telephone: 0117 923 0600 Fax: 0117 923 0063

10

**Please complete in typescript,
or in bold black capitals.**

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full



Don Construction Products Ltd

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Churnetside Business Park

Station Road

Post town

Cheddleton, Leek

County / Region

Staffordshire

Postcode

ST13 7RS

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

Kent Jones and Done

Address

Churchill House

47 Regent Road, Hanley

Post town

Stoke on Trent

County / Region

Staffordshire

Postcode

ST1 3RQ

Number of continuation sheets attached

1

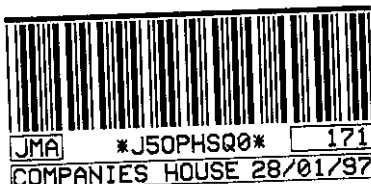
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		Don Construction Products Ltd	
NAME	*Style / Title	*Honours etc	
Forename(s)		Julian Martin	
Surname		Pearce	
Previous forename(s)			
Previous surname(s)			
Address		9 Canal Side	
Usual residential address		Barlaston	
For a corporation, give the registered or principal office address.		Post town	
		Stoke on Trent	
County / Region		Staffordshire	Postcode
			ST12 9DZ
Country		England	
I consent to act as secretary of the company named on page 1			
Consent signature		J.M. Pearce	Date
			28.1.97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		Julian Martin	
Surname		Pearce	
Previous forename(s)			
Previous surname(s)			
Address		9 Canal Side	
Usual residential address		Barlaston	
For a corporation, give the registered or principal office address.		Post town	
		Stoke on Trent	
County / Region		Staffordshire	Postcode
			ST12 9DZ
Country		England	
Date of birth		Day	Month
		13	02
		Year	49
Nationality		British	
Business occupation		Financial Director	
Other directorships		F Ball and Co Limited/Renda-flor Ltd	
		G.R.A.B. Industrial Flooring Ltd	
I consent to act as director of the company named on page 1			
Consent signature		J.M. Pearce	Date
			28.1.97

Company Secretary (see notes 1-5)**CONTINUATION SHEET No 1.**

Company name

Don Construction Products Ltd

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Edward Gerald

Surname

Palmer

Previous forename(s)

Previous surname(s)

Address

White Lodge

Buxton Road

Post town

Leek

County / Region

Staffordshire

Postcode

ST13 6NF

Country

England

Day Month Year

Date of birth

08

12

36

Nationality

British

Business occupation

Company Director

Other directorships

F Ball and Co Limited

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

Consent signature**Date**

28.1.97

Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
- 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

company

The Companies Act 1985 - 1989

company limited by shares



Memorandum of Association

of

Don Construction Products Limited

- 1 The name of the Company is Don Construction Products Limited.
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are to do all or any of the following each of which shall be an independent object not limited by or subsidiary to any other object:
 - 3.1 to carry on the business of the manufacture and distribution of construction chemicals and a general commercial company;
 - 3.2 to do anything or carry on any other business which seems to the directors of the Company to be capable of being conveniently or profitably done or carried on in connection with that business or calculated directly or indirectly to enhance or render more profitable any of the Company's assets or which is otherwise for the benefit of the Company, its employees, directors or members;
 - 3.3 to do all other things which seem to the directors of the Company to be incidental or conducive to the attainment of the above objects; and
 - 3.4 to do any of the following:

Don Construction Products Ltd

memorandum and articles of association

Kent Jones and Done

87jm Ba2 27.01.1997 17:38

- to pay all expenses of and incidental to the formation of the Company and the underwriting, placing or issuing of its securities;
- to grant options and other rights over its securities in favour of employees and others;
- to carry on its business in any part of the world alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies;
- to sell lease or dispose of (for cash or any other consideration) the whole or any part of the undertaking and property of the Company;
- to draw and accept and negotiate instruments;
- to borrow money and guarantee the indebtedness and the performance of the obligations of others (whether or not the Company receives any consideration for or direct or indirect advantage from the giving of any guarantee) and to exercise either or both of those powers without giving any security or by giving mortgages and other securities on all or any of the assets of the Company including uncalled capital;
- to lend and invest monies of the Company in such manner as the directors determine;
- to promote other companies; and
- to distribute assets in specie to members of the Company.


4 The liability of the members is limited.

5 The capital of the company is £250,000 divided into 250,000 shares of £1 each.

As subscriber to this memorandum of association wishing to be formed into a company pursuant to this memorandum of association F Ball and Co Limited agrees to take the number of shares shown opposite its name.

Name and address of subscriber	Number of shares taken by subscriber
F Ball and Co Limited Churnetside Business Park Station Road Cheddleton Leek Staffordshire ST13 7RS	One J. H. Pearce DIRECTOR for and on behalf of F Ball and Co Limited

Dated TWENTY EIGHTH DAY OF 1997
JANUARY

Witness to the above signature 

S. W. GIBBONS
279 DIMSDALE PARADE WEST
WOLSTANTON, NEWCASTLE-U-LYME
ST5 8HS
MANAGEMENT ACCOUNTANT

company number

The Companies Acts 1985 - 1989

private company limited by shares

Articles of Association

of

Don Construction Products Limited

preliminary and interpretation

- 1.1 Except as excluded or varied in these Articles the regulations contained in or made applicable by Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S.I. 1985/805) as amended by the Companies (Tables A to E) (Amendment) Regulations 1985 (S.I. 1985/1052) ("Table A") shall apply to the Company and such regulations (save as so excluded and varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these Articles references to "the Act" means the Companies Act 1985 and shall be deemed to include reference to any statutory modification or re-enactment thereof for the time being in force.
- 1.3 Pursuant to The Companies (Single Member Private Limited Company) Regulations 1992 the Company may have one member.

allotment of shares

- 2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

- 2.2 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.3 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 of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation 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 authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

shares

- 3 The lien conferred by clause 8 in 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. Clause 8 in Table A shall be modified accordingly.
- 4 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 clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

transfer of shares

- 5 In addition to the powers given by article 24 of Table A the directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of the share, whether or not it is a fully paid share.

appointment and retirement of directors

- 6.1 Clause 64 in Table A shall not apply to the Company.
- 6.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions expressed to be vested in the directors generally by Table A and by these Articles and clause 89 in Table A shall be modified accordingly.
- 6.3 The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 6.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 6.2 above as the maximum number of directors and for the time being in force.
- 6.5 Any member of members holding over 50% of the issued share capital of the Company may at any time by written notice to the Company do all or any of the following:

- 6.5:1 vary the number of directors of the Company;
- 6.5:2 appoint one or more additional directors; and
- 6.5:3 remove one or more directors from office.

borrowing powers

- 7 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.

alternate directors

- 8.1 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of clause 66 in Table A shall be modified accordingly.
- 8.2 A director, or any such other person as is mentioned in clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

proceedings of directors

- 9.1 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company. If a director has complied with the duty of disclosure imposed by Regulation 85 of Table A at or before the meeting at which the resolution is proposed, he shall be counted in the quorum and may vote at any meeting of the directors or committee of the directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material or does or may conflict with the interests of the Company.
- 9.2 Any director who participates in the proceedings of a meeting of the directors by means of a communication device (which expression includes a telephone) which allows all the other directors participating in such proceedings (whether in person or by alternate or by means of a communication device) to hear at all times such director and such director to hear at all times all other directors participating (whether in person or by alternate or by means of a communication device) shall be deemed to be present at such meeting and shall be entitled to vote and be counted towards a quorum. The meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting then is.

pensions and allowances

- 10 The directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits (including allowances on death) in favour of any person including any director or former director or the relations, connections or dependents of any director or former director and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities, allowances and benefits in any terms of engagement of any

such person. 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. Regulation 87 of Table A shall not apply.

indemnity

- 11.1 Subject to the provision of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 11.2 The directors may exercise all powers of the Company to purchase and maintain for any director, auditor or other officer or any other person insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

Name and address of subscriber

F Ball and Co Limited
Churnetside Business Park
Station Road
Cheddleton
Leek
Staffordshire
ST13 7RS

J.M. Pearce Director

for and on behalf of
F Ball and Co Limited

Dated *TWENTY EIGHTH DAY OF* 1997
JANUARY

Witness to the above signature *[Signature]*

S.W. GIBBONS

279 DIMSDALE PARADE WEST
WOLSTANTON, NEWCASTLE-U-LYME
STAFFORDSHIRE, ST5 8HS

MANAGEMENT ACCOUNTANT