



00031997

Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY SHARES



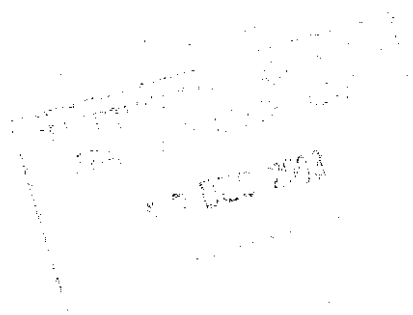
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

-OF-

A & M Haughian Limited



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A & M Haughian Limited

1. The Company's name is A & M Haughian Limited
2. The Company's registered office is to be situated in Northern Ireland.
3. The objects for which the Company is established are:-
 - (A) To carry on and develop in all or any of the Company's branches the trade or business of builders, building contractors, sub contractors, civil engineers, public works contractors, land development, masons, quarries, engineers, timber merchants, sawyers, concrete block manufacturers, manufacturers of all classes of pre cast concrete, plasters, brick makers, decorators, shopfitters, house and land agents, joiners, plumbers vendors and agents for building materials and building providers, general merchants and to buy sell manipulate, prepare for market, import, export and deal both wholesale and retail in articles, merchandise and commodities of all kinds which can be conveniently dealt in by the company in connection with any of its objects.
 - (B) To carry on the business of financiers for the promotion of the sale for cash or on credit or on the installment system, hire purchase, hire agreement or easy payment or otherwise of machinery, appliances, requisites, accessories and supplies of every description and generally any other article or articles which can be advantageously or conveniently dealt with by the Company in connection with or as accessory or cognate to the said business of the company and in connection therewith or otherwise to lend and advance money to or negotiate loans on behalf of persons, firms or companies and on such terms as may seem expedient and in particular to or on behalf of persons, firms or companies concerned in any way whatever in the sale or purchase in manner aforesaid of any of the foregoing articles or goods.
 - (C) To carry on all or any or any one or more of the foregoing businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.

- (D) To carry on any other trade or business whatsoever which may seem to the company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated directly or indirectly, to enhance the value of or render more profitable any of the assets, property or rights of the company.
- (E) To apply for, purchase, hire, take on lease or in fee farm, or in exchange or otherwise acquire and hold for any estate or interest, any land, building, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, any easements, trade marks, patents, licences, processes, secret or otherwise, and convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (F) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (G) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (H) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease grant in fee farm, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration, or for no consideration, as the Company may think fit.
- (I) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking.
- (J) To guarantee support or secure whether by covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods the performance of the obligations of the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Article 4 of the Companies (Northern Ireland) Order 1986 or another subsidiary as defined by the said Article the Company's holding company or otherwise associated with the Company in business.
- (K) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others upon such terms as the Company may think fit.

- (L) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (M) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (N) To support and subscribe to any charitable or public objects, to grant pensions any other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for the purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (O) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.
- (P) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or outputs, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (Q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the company shall think fit.
- (R) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (S) To act as director of any company whether a subsidiary or associated company or otherwise.
- (T) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, subcontractors, trustees or otherwise and to procure the Company to be registered or recognised in any foreign country or place.
- (U) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.
5. The Company's Share capital is £100,000 divided into 100,000 Ordinary shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital, or both, or any other such other special privileges or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or about to be issued, or subject to any conditions or provisions, and with any such rights, or without any right of voting, and generally on such terms as the Company may from time to time determine.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND
ADDRESSES OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

Sean Caughey
24 Clonallon Gardens
Warrenpoint
Co. Down
BT34 3RR



ONE

Sean Meehan
38a Springfield Road
Warrenpoint
Co. Down
BT34 3NW



ONE

Total shares taken:

TWO

Dated this 17th Day of December 2003

Witness to the above signature:-

Bernadette Muresan
39c Church Street
Warrenpoint
Co. Down
BT34 3HN



The Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

A & M Haughian Limited



1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Table A to F) Regulations (Northern Ireland) 1986 (hereinafter referred to as "Table A") shall apply to the company.
2. Regulations 24 and 64 of Table A shall not apply to the Company.

SHARES

3. (i) Subject to any directions to the contrary that may be given by the Company in general meeting the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Article 90 of the Companies (Northern Ireland) Order 1986) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (ii) The general authority conferred by paragraph (I) of this article shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the fifth anniversary of the date of incorporation of the Company, unless renewed, varied or revoked by the Company in general meeting.
- (iii) The Directors shall be entitled under the general authority conferred by paragraph (I) of this article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allocated after the expiry of such authority.
- (iv) Article 99(1) of the Companies (Northern Ireland) Order 1986 shall not apply to any allotment of shares in the Company.

4. In Regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted.
5. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
6. No share or shares shall be transferred to any person other than a shareholder of the so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.
7. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.
8. The Company shall within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale and in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members in proportions nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares may be disposed of as if these provisions had not been made.
9. The value of such share (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.
10. The Vendor shall be bound to transfer the shares at the price specified in the manner aforesaid and if he shall fail to do so the Chairman of the Company shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor transfers of the Share to the Purchasers thereof against payment of the price to the Company. On payment of the price to the Company the Purchaser shall be deemed to have obtained a good discharge for such payment and on execution and delivery of the transfer the purchaser shall be entitled to insist on his own name being entered in the register of members as the holder by transfer of the Shares. The Company shall forthwith pay the price into a separate Bank Account in the Company's name and shall hold such monies on a trust for the Vendor.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
12. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and Regulation 94 of Table A shall be modified accordingly.

13. Paragraph (e) of Regulation 81 of Table A shall not apply to the Company.
14. Regulations 73 to 78 and 80 of Table A shall not apply to the Company.
15. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
16. In Regulation 79 of Table A the words from "and shall not be taken into account" to the end of the sentence shall be omitted.

BORROWING POWERS

17. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Article 90 of the Companies (Northern Ireland) Order 1986, 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.

INDEMNITY

18. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Article 675 of the Companies (Northern Ireland) Order 1986) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This article shall only have effect so far as its provisions are not avoided by the said Article 675.

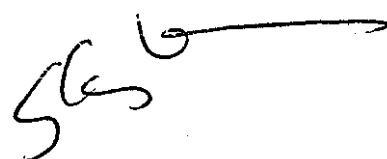
PENSIONS AND SUPERANNUATION FUNDS

19. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefits or charitable aid to 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 a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and their wives, widows, children and any other relatives and dependants and may do any of the matters aforesaid either alone or in conjunction with any other company as aforesaid. Subject always, if the Order shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donations, superannuation or other allowance or benefit or charitable aid.

SECRETARY


20. The first Secretary of the Company shall be

Sean Caughey
24 Clonallon Gardens
Warrenpoint
Co. Down
BT34 3HN

A handwritten signature in black ink, appearing to be 'S. Caughey', with a long horizontal line extending to the right.

NAMES AND ADDRESSES OF SUBSCRIBERS

Sean Caughey
24 Clonallon Gardens
Warrenpoint
Co. Down
BT34 3RR




Sean Meehan
38a Springfield Road
Warrenpoint
Co. Down
BT34 3NW



Dated this 17th Day of December 2003.

Witness to the above signature:-

Bernadette Muresan
39c Church Street
Warrenpoint
Co. Down





DUPLICATE FOR THE FILE



NI49124

I HEREBY CERTIFY THAT

A & M Haughian Limited

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this TWENTY-NINTH day of December
Two Thousand and Three

MEB

for Registrar of Companies for
Northern Ireland

Certificate
received by

Sent Out by Recorded Delivery

Date

30/12/03