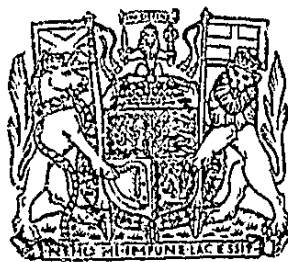


(DUPLICATE FOR THE FILE.)

No. 28523



Certificate of Incorporation.

I hereby Certify that

John Lindsay and Son (Decorators) Limited

is this day incorporated under the Companies Act, 1948, and that this Company is **Limited**.

SIGNED by me at Edinburgh, this _____ Tenth _____ day of _____ September _____

One Thousand Nine Hundred and Fifty-one _____

W. D. Collier
Registrar of Companies.

No. of }
Certificate }

Form No. 41.

28553
1
1948
1948
THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of compliance with the requirements of the Companies

1948
Act, ~~1929~~ on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company { **JOHN LINDSAY AND
SON (DECORATORS) LIMITED**

Presented by—

CARRUTHERS GEMMILL & MCKILLOP

Solicitors
JOHN OSWALD & SON,
81 BATH ST. GLASGOW.
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

I. IAN ARTHUR MCKILLOP
of 81 BATH STREET, GLASSOW

(a) Here insert:
"An enrolled Law-
Agent engaged in
the formation,"
or
"A person named
in the Articles of
Association as
a Director or
Secretary."

Do solemnly and sincerely declare I am ^(a) AN ENROLLED
LAW AGENT ENGAGED IN THE
FORMATION

of JOHN LINDSAY AND SON
(DECORATORS)

Limited, and That all the requirements of the Companies Act, ¹⁹⁴⁸ ~~1928~~, in
respect of matters precedent to the registration of the said Company and
incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act, 1835."

Declared at GLASSOW

the 5TH day of SEPTEMBER

One thousand nine hundred and FIFTY ONE

before me,

Paterson
(b) ~~Attorney at Law~~ ^{Notary Public}

(b) or Notary Public.

of

Ian. A. M. Killop



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Memorandum of Association
OF
John Lindsay and Son (Decorators)
Limited.

1. The name of the Company is "JOHN LINDSAY AND SON (DECORATORS) LIMITED."

2. The Registered Office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:—

- (1) To carry on in Scotland and elsewhere all or any of the businesses of painters, decorators, interior and exterior designers, signwriters and erectors, furnishers of ships, houses, shops, factories and other premises, contractors, erectors, cabinet makers, carvers, gilders, coachbuilders and painters, plate glass factors and silverers, upholsterers, dealers in antiques and antique and modern furniture, furnishings, fabrics, carpets and materials of every description, timber merchants, metal workers and dealers in electrical appliances and fittings.
- (2) To carry on any other similar businesses which may be conveniently carried on in connection with any of the Company's objects or may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties, assets, rights or interests.
- (3) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise, and carry on all or any part of the business or property of any company, firm or person carrying on any business which this company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person.

EXCHANGED

6 SEP 1951

EDINBURGH

RECEIVED

10 SEP 1951

23114

No.

- (4) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description necessary or convenient for said business.
- (5) To acquire by purchase, licence or otherwise to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks protection, or the like, of any kind or description, likely to benefit the Company in its business, and to disclaim, alter or modify the same.
- (6) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition, or mutual assistance with any company, firm or person whose objects are within the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares, debentures or securities that may be agreed upon.
- (7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (8) To borrow or raise and secure the payment of money in any way, and in particular by bond and disposition in security, assignation or conveyance *ex facie* absolute, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (9) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments
- (10) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (11) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or

engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person.

- (12) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (13) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to benefit this Company, or to enhance the value of the business or any property of the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such Company.
- (14) To sell or otherwise dispose of the business, property, rights and assets of the Company, or any branch or part thereof, for such consideration, payable in cash or in the shares, stock, debentures or securities of any other company, as may be deemed proper; and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.
- (15) To distribute any of the property of the Company among the members *in specie*.
- (16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

Declaring that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £15,000, divided into 15,000 Shares of One Pound each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names:—

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>John Bowman Lindsay</i> <i>38 Refray Street. Boddinago</i> <i>Painter and Decorator.</i>	One
<i>David Crawford Lindsay</i> <i>8 Lauderdale Gardens Glasgow W.2.</i> <i>Painter and Decorator</i>	One

Dated this 5th day of SEPTEMBER, 1951.

Witness to the above Signatures:—

Sam. A. Mc Kellop
Solicitor
81 Ball Street. Glasgow.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

John Lindsay and Son (Decorators) Limited.

1. The regulations contained in Part I of Table A appended to the Companies Act, 1948 (hereinafter referred to as "Table A"), shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or inconsistent herewith.

2. The clauses numbered 24, 53, 75, 77, 79 and 84 (2) of Table A shall not apply to the Company, and the following clauses shall be modified:—

Clause 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Clause 32, so that the words from and including the word "except" to the end of the first paragraph of the clause shall be held to be delete;

Clause 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Clause 86, so that the words from and including "and every director" to the end of the clause shall be held to be delete.

3. The Company is hereby declared to be a private company, and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.

EXC. 100R

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4. The number of members of the Company (not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment, and have continued after the determination of that employment, to be members of the Company) shall at no time exceed fifty; several persons, however, holding one or more shares jointly, shall be deemed to be a single member.

5. The directors, may, without assigning any reason, decline to register any transfer of shares.

6. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed by the auditor of the Company as at the date of the notice and such notice shall constitute the directors his agents to contract with anyone including themselves for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the directors fail to find a person or persons willing to purchase the shares or any of them at the said price and to give notice thereof within that time the proposing transferor the said shares or any of them may in so far as no purchaser has been found for them be disposed of at not less than the said price at any time within two months as if this article had not been made. In the event of the directors finding a person or persons willing to purchase the shares or any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfers of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor receive the purchase money in trust for the transferor and enter the name of the transferee or transferees in the Register of Members.

7. For a general meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least fifty per cent. of the issued capital of the Company whose holders are entitled to be present and vote.

8. Until otherwise determined by a general meeting, the number of directors shall not be less than two nor more than six.

9. The first directors shall be JOHN BOWMAN LINDSAY and DAVID CRAWFORD LINDSAY. The said John Bowman Lindsay while a director shall be chairman of the board, and clause 101 of Table A is modified to that effect. The said John Bowman Lindsay while a director shall be managing director.

10. The qualification of a director shall be the holding of shares of the Company to the nominal value of at least £250.

11. The directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.

12. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

13. Any director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient, and shall be in no wise liable to account for any profit realised by any such contract or transaction, nor shall he be excluded from voting upon such contract or transaction.

14. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Names, Addresses and Descriptions of Subscribers.

John Bowman Duvossy
38 Leffroy Street - Bootlandge
Painter and Decorator.

David Crawford Lindsay
8 Lauderdale Gardens Glasgow W.2.
Painter and Decorator

Dated this 5th day of SEPTEMBER, 1951.

Witness to the above Signatures:—

Sam. A. Mc Kellop
Solicitor
81 Bath Street, Glasgow

3193

No. of Certificate.....

28523

4

Form No. 25

JOHN LINDSAY AND SON
(DECORATORS)

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act,
1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or
fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

Presented for registration by

CARRUTHERS, GIBSON, & McKILLOP
JOHN OSWALD & SON,
SOLICITORS
(REGISTRATION AGENTS)
11, SOUTH ST. GLASGOW
EDINBURGH.

The NOMINAL CAPITAL of Seven Limited



AND SON (DECORATORS) Limited,

is £ 15000, divided into 15000 shares of £ 1

each.

Signature

Description

Date 5th SEPTEMBER 1951.

NOTE.—This margin is reserved for Binding, and must not be written across.

6 SEP 1951

23113

No. 28523.

28523
16



JOHN LINDSAY & SON (DECORATORS) LIMITED.

SPECIAL RESOLUTION.

At an Extraordinary General Meeting of John Lindsay and Son (Decorators) Limited duly convened and held on the Twenty-fifth day of July, 1956 the following Special Resolution was duly passed -

That clauses numbers 7 and 9 of the Articles of Association of the Company shall be amended to read as follows -

7. For a General Meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least ten per cent. of the issued capital of the Company whose holders are entitled to be present and vote.

9. The first Directors shall be John Bowman Lindsay and David Crawford Lindsay. The said David Crawford Lindsay shall continue to be a Director and he shall also be the Managing Director of the Company and Chairman of the Board of Directors so long as he remains a shareholder, subject to the qualification of Article 10 of the Articles of Association of the Company, is willing to act and is not disqualified from so doing by clause 88 of the regulations contained in Part I of Table A; and he shall not, while holding office, be subject to retirement by rotation or taken into account in determining the rotation or retirement of Directors, and that at each Ordinary General Meeting of the Company the whole of the Directors (other than the said David Crawford Lindsay) will retire; but all retiring Directors will be eligible for re-election.


CHAIRMAN.



THE COMPANIES ACTS 1985 AND 1989

JOHN LINDSAY AND SON (DECORATORS) LIMITED

(Company No. 28523)

By written resolution of the members of John Lindsay and Son (Decorators) Limited (Company No. 28523) ("the Company") dated 21.12.93 the following resolutions were passed as written resolutions of the Company pursuant to Section 381A of the Companies Act 1985:-

RESOLUTION 1

"THAT the Articles of Association of the Company be and are hereby altered by:-

- (1) the addition of the following Article as a new Article 7:-

"7. Subject to the provisions of the Companies Act 1985, as amended, extended, consolidated or re-enacted from time to time, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares";

- (2) the insertion of the figure "10" in the first line of Article 2 between the word "numbered" and the figure "24";

- (3) the deletion of Article 9 and the insertion of the following Article in its place:-

"The directors shall not be liable to retirement by rotation and Table A shall be varied accordingly";

- (4) the deletion of Article 10 and the insertion of the following Article in its place:-

"A director shall not require any share qualification."; and

- (5) the renumbering of the Articles accordingly."

RESOLUTION 2

"THAT the appointment of David John Lindsay Hardie, Brian John Cloughley and Alister James Thomson as directors of the Company be and is hereby approved and ratified notwithstanding any defect in qualification as may have been required by the Articles of Association of the Company from time to time."

Certified a true copy

23 DEC 1993

Director

Dated... 21st December 1993.....

GLASGOW. 22-12-93
CERTIFIED A TRUE COPY 19

Our Ref: AGB/TT

David McLean
SOLICITOR & NOTARY PUBLIC

Tara House
46 Bath Street
Glasgow G2 1HG
Tel: 041 332 2999
Fax: 041 333 0171

John Lindsay and Son (Decorators) Limited
133 Lancefield Quay
GLASGOW
G83 8HZ
("the Company")



BANNERMAN
JOHNSTONE
MACLAY

CHARTERED ACCOUNTANTS

20 December 1993

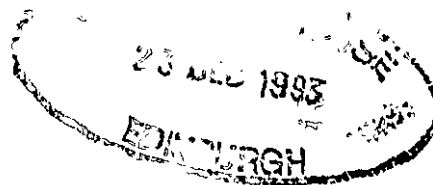
Dear Sirs

We have examined a copy of the attached written resolutions (initialled by us for the purposes of identification) which are proposed to be approved in accordance with Section 381A of the Companies Act 1985.

In our opinion the attached written resolutions do not concern us as auditors of the Company.

Yours faithfully

Bannerman Johnstone MacLay



THE COMPANIES ACTS 1985 AND 1989
JOHN LINDSAY AND SON (DECORATORS) LIMITED
(Company No. 28523)

WE, the undersigned being all of the members of John Lindsay and Son (Decorators) Limited (Company No. 28523) ("the Company") entitled to attend and vote at general meetings hereby resolve as follows:-

RESOLUTION 1

"THAT the Articles of Association of the Company be and are hereby altered by:-

- (1) the addition of the following Article as a new Article 7:-

"7. Subject to the provisions of the Companies Act 1985, as amended, extended, consolidated or re-enacted from time to time, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares";

- (2) the insertion of the figure "10" in the first line of Article 2 between the word "numbered" and the figure "24";

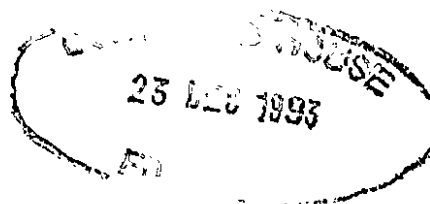
- (3) the deletion of Article 9 and the insertion of the following Article in its place:-

"The directors shall not be liable to retirement by rotation and Table A shall be varied accordingly";

- (4) the deletion of Article 10 and the insertion of the following Article in its place:-

"A director shall not require any share qualification."; and

- (5) the renumbering of the Articles accordingly."



RESOLUTION 2

"THAT the appointment of David John Lindsay Hardie, Brian John Cloughley and Alister James Thomson as directors of the Company be and is hereby approved and ratified notwithstanding any defect in qualification as may have been required by the Articles of Association of the Company from time to time."

Signature Dated
Name DAVID GORDON LINDSAY
Address ALTONDYKE, KILMACOLM

Signature Dated
Name MRS. PAMELA ELSTON LINDSAY
Address ALTONDYKE, KILMACOLM

Signature Dated
Name MRS. SUSAN ELIZABETH ANNE LEWIS
Address 11 WINDSOR AVENUE,
NEWTON MEARNES, GLASGOW

Signature Dated
Name: JOHN STEWART SINCLAIR
Address TANTALLON, 13 BOCLAIR
ROAD, BEARSDEN

Signature *Alexander Grant Bannerman* Dated 20.12.93
Name: ALEXANDER GRANT BANNERMAN as
Trustee of The Mary Lindsay Trust
Address 46 BATH STREET, GLASGOW

Signature Dated
Name: MALCOLM McIVER as Trustee of
The Mary Lindsay Trust
Address 249 WEST GEORGE STREET,
GLASGOW

Bannerman Johnstone MacLay BJM

THE COMPANIES ACTS 1985 AND 1989

JOHN LINDSAY AND SON (DECORATORS) LIMITED

(Company No. 28523)

By written resolution of the members of John Lindsay and Son (Decorators) Limited (Company No. 28523) ("the Company") dated 21.12.93 the following resolutions were passed as written resolutions of the Company pursuant to Section 381A of the Companies Act 1985:-

"THAT the terms of the proposed Minute of Agreement, a copy of which is attached hereto and initialled by us for the purposes of identification ("the Minute of Agreement"), whereby the Company may become entitled to purchase from Alexander Grant Bannerman and Malcolm McIver as the Trustees of The Mary Lindsay Trust One thousand seven hundred (1,700) of its own fully paid Ordinary Shares of £1 each for a consideration of Four hundred thousand pounds (£400,000) Sterling being a price of £235.294 per Share, be and are hereby approved and any two Directors of the Company or any one Director and the Company Secretary be authorised to enter into the Minute of Agreement on behalf of the Company."

AND, WE, the undersigned, being members of the Company hereby (1) confirm that we received a copy of the Minute of Agreement at or before the time at which the foregoing resolution was supplied to us for signature and (2) waive any rights of pre-emption which may be available to any of us under the Articles of Association or otherwise in respect of the purchase by the Company of its own shares pursuant to the Minute of Agreement."

Certified a true copy

.....
Director

.....
Dated..... 21.12.93

25 DEC 1993

Ref: DJM/MJ/3
LINDART20.ART
22nd December, 1993

SC 28523.

ARTICLES of ASSOCIATION

of

JOHN LINDSAY AND SON
(DECORATORS) LIMITED

(as amended by Special Resolution
dated 25.7.56 and Written Resolution
dated 21.12.93)

BIRD
SEMPLE
FYFE
IRELAND
WS



SOLICITORS 249 West George Street Glasgow G2 4RB 041-221 7090
Fax 041-204 1902 Rutland Exchange No GW10 LIX GLA001 Telex 72388 LEGAL G
Orchard Brae House 30 Queensferry Road Edinburgh EH4 2HG 031-343 2500
Fax 031-343 3166 Rutland Exchange No ED23 LIX EDN001
76-80 Bishopsgate London EC2N 4AQ 071-638 5544
Fax 071-638 5533 DX 33870 Finsbury Square

Authorised to conduct investment business under the Financial Services Act 1986 by The Law Society of Scotland

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

JOHN LINDSAY AND SON (DECORATORS) LIMITED

(Company No. 28523)

(as amended by Special Resolution dated 25th July 1956
and by Written Resolution dated 21st December, 1993
pursuant to Section 381A of the Companies Act 1985)

1. The regulations contained in Part 1 of Table A appended to the Companies Act 1948 (hereinafter referred to as "Table A"), shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or inconsistent herewith.
2. The clauses numbered 10, 24, 53, 75, 77, 79 and 84(2) of Table A shall not apply to the Company, and the following clauses shall be modified:-

Clause 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Clause 32, so that the words from and including the word "except" to the end of the first paragraph of the clause shall be held to be delete;

Clause 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

Clause 86, so that the words from and including "and every director" to the end of the clause shall be held to be delete.

3. The Company is hereby declared to be a private company, and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.
4. The number of members of the Company (not including persons who are in the employment of the Company and persons who have been formerly in the employment of the Company were while in that employment, and have continued after the determination of that employment, to be members of the Company) shall at no time exceed fifty; several persons, however, holding one or more shares jointly, shall be deemed to be a single member.
5. The directors, may, without assigning any reason, decline to register any transfer of shares.

6. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed by the auditor of the Company as at the date of the notice and such notice shall constitute the directors his agents to contract with anyone including themselves for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the directors fail to find a person or persons willing to purchase the shares or any of them at the said price and to give notice thereof within that time to the proposing transferor the said shares or any of them may in so far as no purchaser has been found for them be disposed of at not less than the said price at any time within two months as if this article had not been made. In the event of the directors finding a person or persons willing to purchase the shares or any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer or transfers of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor receive the purchase money in trust for the transferor and enter the name of the transferee or transferees in the Register of Members.
7. Subject to the provisions of the Companies Act 1985 as amended, extended, consolidated or re-enacted from time to time, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
8. For a General Meeting a quorum shall be two persons personally present and holding or representing by proxy in the aggregate at least ten per cent of the issued capital of the Company whose holders are entitled to be present and vote.
9. Until otherwise determined by a general meeting, the number of directors shall not be less than two nor more than six.
10. The directors shall not be liable to retirement by rotation and Table A shall be varied accordingly.
11. A director shall not require any share qualification.
12. The directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.
13. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.

14. Any director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient, and shall be in no wise liable to account for any profit realised by any such contract or transaction, nor shall he be excluded from voting upon such contract or transaction.
15. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Certified a true copy.

.....
Director



22-12-93

Our Ref: AGB/TT

James Bann

Sr

Tara House
46 Bath Street
Glasgow G2 1HG
Tel: 041 332 2999
Fax: 041 333 0171

John Lindsay and Son (Decorators) Limited
133 Lancefield Quay
GLASGOW
G83 8HZ
("the Company")



BANNERMAN
JOHNSTONE
MACLAY

CHARTERED ACCOUNTANTS

20 December 1993

Dear Sirs

We have examined a copy of the attached written resolutions (initialled by us for the purposes of identification) which are proposed to be approved in accordance with Section 381A of the Companies Act 1985.

In our opinion the attached written resolutions do not concern us as auditors of the Company.

Yours faithfully

Bannerman Johnstone MacLay

28523

THE COMPANIES ACTS 1985 AND 1989

JOHN LINDSAY AND SON
(DECORATORS) LIMITED

(COMPANY NO. 28523)

WE, the undersigned, being members of John Lindsay and Son (Decorators) Limited (Company No. 28523) ("the Company") hereby resolve as follows:-

"THAT the terms of the proposed Minute of Agreement, a copy of which is attached hereto and initialled by us for the purposes of identification ("the Minute of Agreement"), whereby the Company may become entitled to purchase from Alexander Grant Bannerman and Malcolm McIver as the Trustees of The Mary Lindsay Trust One thousand seven hundred (1,700) of its own fully paid Ordinary Shares of £1 each for a consideration of Four hundred thousand pounds (£400,000) Sterling being a price of £235.294 per Share, be and are hereby approved and any two Directors of the Company or any one Director and the Company Secretary be authorised to enter into the Minute of Agreement on behalf of the Company."

AND, WE, the undersigned, being members of the Company hereby (1) confirm that we received a copy of the Minute of Agreement at or before the time at which the foregoing resolution was supplied to us for signature and (2) waive any rights of pre-emption which may be available to any of us under the Articles of Association or otherwise in respect of the purchase by the Company of its own shares pursuant to the Minute of Agreement.

Signature	Signature
Dated	Dated
Name David Gordon Lindsay	Name Mrs. Pamela Elston Lindsay
Address Altondyke, Kilmacolm.	Address Altondyke, Kilmacolm.
Signature	Signature
Dated	Dated
Name Mrs. Susan Elizabeth Ann Lewis	Name John Stewart Sinclair
Address 11 Windsor Avenue, Newton Mearns, Glasgow.	Address Tantallon, 13 Boclair Road, Bearsden.

Bannerman John Stewart Sinclair

G

COMPANIES FORM No. 169

**Return by a company purchasing
its own shares****169**

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginTo the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

28523

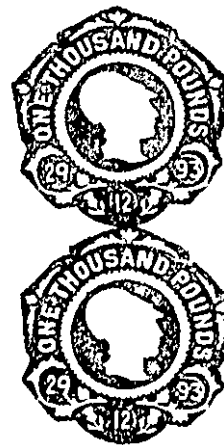
Please do not write
in the space below.
For Inland Revenue
use only.Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* JOHN LINDSAY AND SON (DECORATORS) LIMITED

* insert full name
of company**Note**This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the companyShares were purchased by the company under section 162 of the above Act as
follows:

Class of shares	Ordinary		
Number of shares purchased	1,700		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	21.12.93		
Maximum prices paid \$ for each share	-		
Minimum prices paid \$ for each share	-		

‡ A private company
is not required to
give this informationThe aggregate amount paid by the company for the shares
to which this return relates was:

£400,000

Stamp duty payable pursuant to section 66 of the Finance Act
1986 on the aggregate amount at 50p per £100 or part of £100

£2,000

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡

Director

Date 21.12.93

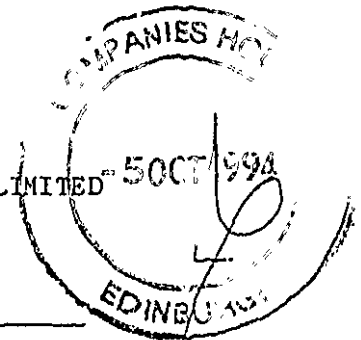
Presentor's name address and
reference (if any):
Bird Semple Fyfe Ireland WS
249 West George Street
Glasgow G2 4RB

REF: NMI/DJN

For official Use
General Section

Post room

COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
JOHN LINDSAY AND SON (DECORATORS) LIMITED
(Company No. 28523)



WE, the undersigned, being all of the members of John Lindsay and Son (Decorators) Limited (Company No. 28523) ("the Company") entitled to attend and vote at general meetings, Hereby Resolve as follows:-

RESOLUTION 1

"THAT, the Articles of Association in the form annexed hereto and initialled by us for the purposes of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company and that with immediate effect."

RESOLUTION 2

"THAT, subject to Resolution 1 becoming fully effective, the grant of an option to David John Lindsay Hardie, as a Director and employee of the Company, to subscribe for 500 Ordinary Shares of £1 each in the capital of the Company at a subscription price of £1 per share on the terms of the Minute of Agreement between the Company and him annexed hereto and initialled by us for the purposes of identification, be and is hereby approved, and the Directors of the Company be and are hereby authorised to enter into the said Minute of Agreement on behalf of the Company."

RESOLUTION 3

"THAT subject to Resolution 1 becoming fully effective, the grant of an option to Brian John Cloughley as a Director and employee of the Company, to subscribe for 500 Ordinary Shares of £1 each in the capital of the Company at a subscription price of £1 per share on the terms of the Minute of Agreement between the Company and him annexed hereto and initialled by us for the purposes of identification, be and is hereby approved, and the Directors of the Company be and are hereby authorised to enter into the said Minute of Agreement on behalf of the Company."

RESOLUTION 4

"THAT, subject to Resolution 1 becoming fully effective, the grant of an option to Alister James Thomson as a Director and employee of the Company,

to subscribe for 500 Ordinary Shares of £1 each in the capital of the Company at a subscription price of £1 per share on the terms of the Minute of Agreement between the Company and him annexed hereto and initialled by us for the purposes of identification, be and is hereby approved, and the Directors of the Company be and are hereby authorised to enter into the said Minute of Agreement on behalf of the Company."

RESOLUTION 5

"THAT, subject to Resolution 1 becoming fully effective, the grant of an option to Mrs. Susan Elizabeth Anne Lewis to subscribe for 200 Ordinary Shares of £1 each in the capital of the Company at a subscription price of £1 per share on the terms of the Minute of Agreement between the Company and her annexed hereto and initialled by us for the purposes of identification, be and is hereby approved, and the Directors of the Company be and are hereby authorised to enter into the said Minute of Agreement on behalf of the Company."

AND WE, the undersigned being all of the members of the Company entitled to attend and vote at general meetings hereby waive any rights of pre-emption which we may have in relation to the grant of the aforesaid options and the allotment and issue of shares in the Company upon the exercise of such options.

Signature.....

Dated.....17/9/94.....

Name DAVID GORDON LINDSAY

Address Altondyke, Kilmacolm

Signature.....

Dated.....19/9/94.....

Name MRS. PAMELA ELSTON LINDSAY

Address Altondyke, Kilmacolm

Signature.....

Dated.....19/9/94.....

Name JOHN STEWART SINCLAIR

Address Tantallon, 13 Bocclair Road, Bearsden

Signature.....

Dated.....19. Sep. '94.....

Name MRS. SUSAN ELIZABETH ANNE LEWIS

Address 11 Windsor Avenue, Newton Mearns, Glasgow

BIRD SEMPLE



GLASGOW • EDINBURGH

Ref: DJM/AMA/9
LINNEWART.ART ***
18th September, 1994

• 249 West George Street
GLASGOW G2 4RB
Telephone: 041 221 7090
Facsimile: 041 204 1902
DX GW10 GLASGOW

ARTICLES OF ASSOCIATION

of

JOHN LINDSAY AND SON
(DECORATORS) LIMITED
(Company Number 28523)

(Adopted on 19th September, 1994)



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION

of

JOHN LINDSAY AND SON (DECORATORS) LIMITED
(Company No. 28523)
(as adopted by Special Resolution dated 19th September, 1994)

PRELIMINARY

1. The Regulations of the Company shall be those contained in Table A specified in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 save insofar as they are excluded or modified hereby or inconsistent herewith and the said Table A is hereinafter referred to as "Table A".
2. Regulations 8, 24, 30, 59, 64, 73, 74, 75, 76, 77, 79, 80 and 94 of Table A shall not apply to the Company.

SHARES

3. The Share Capital of the Company at the date of adoption of these Articles is £15,000 divided into 15,000 Ordinary Shares of £1 each.
4. (a) The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot, deal with or otherwise dispose of relevant securities (within the meaning of Section 80(2) of the Act) up to the amount of the total unissued Share Capital of the Company (original and increased) for the time being at any time or times during the period of five years from the date of adoption of these Articles or during any further period of renewal of the authority conferred by this Article, whichever is the later, save that the Company may, prior to the expiry of such authority, make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this Article had not expired.

(b) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) (inclusive) shall be excluded from applying to the Company, and, subject to obtaining the prior written consent of Members holding in aggregate a majority of the issued Shares of the Company, the Directors are accordingly authorised to allot, deal with or otherwise dispose of all unissued Shares for the time being in the capital of the Company (original and increased) to such persons, at such times and on such terms and conditions as the Directors in their discretion may think fit.
5. The Company shall be a private company limited by Shares in the sense of Section 1 of the Act. No invitation shall be made to the public to subscribe for any Shares or debentures of the Company and the Company

and its Directors, officials, agents and all others acting on its behalf are hereby prohibited from making any such invitation to the public.

6. Regulation 5 of Table A shall be amended by adding the words "provided that the Company shall be bound to recognise the trust capacity of persons in respect of whom Shares are entered in the Register of Members of the Company in the names of persons as trustees under a trust to which the Trusts (Scotland) Act 1921 applies and any Deed of Assumption and Conveyance or Minute of Resignation by any such persons shall be recognised by the Company as effecting the purposes therein contained".

SHARE CERTIFICATES

7. Share Certificates shall not require to be sealed with the seal and Regulation 6 is amended accordingly.

LIEN

8. The Company shall have a first and paramount lien on every Share for (a) all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share, and (b) for all moneys presently payable by the registered holder thereof or his estate to the Company; but the Directors may at any time declare any Share to be wholly or partly exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all rights attaching thereto and all dividends and sums payable thereon.

TRANSFER OF SHARES

9. All transfers of Shares must

- (a) be lodged at the Registered Office or such other place as the Directors may appoint and be accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and
- (b) be in respect of one class of Shares only, and
- (c) be in favour of not more than one transferee.

Any direction (by way of renunciation, nomination or otherwise) by a Member entitled to an allotment of Shares to the effect that such Shares or any of them be allotted or issued to or registered in name of some person other than himself shall for the purpose of these Articles be deemed to be a transfer of Shares.

10. All transfers of Shares shall require the approval of the Directors but the Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register any transfer of any Share whether or not it is a fully paid Share.
11. If (a) any Member who is also a Director shall cease to be a Director for any reason whatsoever other than death, or
(b) any Member who is also employed by the Company shall cease to be so employed for any reason whatsoever other than death, or

- (c) any person acquires Shares pursuant to a right or interest obtained as a Director or employee of the Company and such person is not or has ceased to be a Director or employee of the Company for any reason whatsoever,

then the following provisions shall apply: -

- (i) the Directors shall, subject to the prior written consent of Members holding in aggregate a majority of the issued shares of the Company, be entitled to serve notice ("a Transfer Notice") on such Member ("the Relevant Member") at any time within six months after the occurrence of any of the events specified in paragraphs (a), (b) or (c) above requiring the Relevant Member to transfer all of the Shares vested in him ("the Relevant Shares") to such person or persons (including the Company, subject to the Act) as the Directors shall specify and that at the price per Relevant Share specified in the Transfer Notice by the Directors;
- (ii) the Relevant Member shall have a period of fourteen days from the receipt of the Transfer Notice to either:-
 - (aa) accept the price specified in the Transfer Notice, or
 - (bb) agree a different price with the Directors, or
 - (cc) reject the price stated in the Transfer Notice and by notice to the Directors request the Directors to instruct a valuation pursuant to Article 11 (iv) ("a Rejection Notice");

declaring that if the Relevant Member fails to agree a different price or fails to serve a Rejection Notice in either case within fourteen days of receipt of a Transfer Notice he will be deemed to have accepted the price stated in the Transfer Notice;

- (iii) if the Relevant Member accepts or is deemed to accept the price specified in the Transfer Notice or agrees a different price with the Directors he will then be bound to transfer the Relevant Shares to such persons as the Directors may then specify against payment of the purchase price specified in the Transfer Notice or such different price as may have been agreed with the Directors as the case may be.
- (iv) if the Relevant Member has validly served a Rejection Notice the Company shall instruct an independent Chartered Accountant ("the Valuer") (mutually chosen by the Relevant Member and the Company or, failing agreement, nominated, on the application of either, by the President for the time being of the Institute of Chartered Accountants of Scotland) to fix the fair value of the Relevant Shares in accordance with Article 11 (viii). The Valuer shall act as an expert and not as an arbiter and his determination of the fair value of the Relevant Shares shall be final and binding. The Valuer shall certify in writing to the Company and to the Relevant Member his opinion of the fair value of the Relevant Shares. The costs of the Valuer shall be borne equally by the Relevant Member and the Company;
- (v) following the determination by the Valuer of the fair value of the Relevant Shares the Relevant Member will then be bound to transfer the Relevant Shares to such persons as the Directors

may, within a period of two months from the date of the Valuer's opinion, specify and at a price which is the higher of the price specified by the Directors in the Transfer Notice and the fair value as determined by the Valuer;

- (vi) if the Relevant Member shall fail to sign and deliver a valid transfer of any of the Relevant Shares which he has become bound to sell pursuant to the foregoing provisions any Director of the Company other than the Relevant Member shall be deemed to have been appointed agent of the Relevant Member with full power to complete, execute and deliver in the name and on behalf of the Relevant Member transfers of the Relevant Shares to be sold by him pursuant to these provisions, and to receive payment of the price on his behalf, and to give a valid receipt and discharge therefor;
- (vii) the Directors shall be entitled to register any transfer granted in pursuance of these powers notwithstanding that the Certificate or Certificates for the Relevant Shares may not be produced with such transfer or transfers and after the transferee(s) has/have been registered in exercise of these powers, the validity of the proceedings shall not be questioned by any person; and
- (viii) The Valuer shall, in determining the fair value of the Relevant Shares, determine the sum which a willing purchaser would offer to a willing seller for the whole of the issued share capital of the Company, then divide such sum by the number of issued shares in the capital of the Company and multiply the resultant figure by the number of Relevant Shares and so that there shall be no addition or subtraction of any premium or discount arising in relation to the size of the holding represented by the Relevant Shares or in relation to any restrictions on the transferability of the Relevant Shares.

TRANSFER-CHANGE OF CONTROL

12. If an offer is made by any person to purchase the entire issued share capital of the Company (including any Shares which may be allotted at any time after the date of such offer pursuant to an option to subscribe for the same granted by the Company before the date of such offer) ("the Offer") and if the Offer is accepted by Members holding in aggregate more than fifty per cent of the issued Shares of the Company, the remaining Members and any person subsequently becoming a Member pursuant to the exercise of any such option shall be bound to accept the Offer in relation to all Shares held (or to be held) by them; and if after becoming so bound to accept the Offer any Member makes default in transferring any of such Shares the Company shall receive the purchase consideration in respect thereof whereupon the Member shall be deemed to have appointed any one Director or the Secretary of the Company as his agent to execute a transfer of such Shares and upon execution of such transfer, the Company shall hold the purchase consideration in trust for the Member. The receipt of the Company for the purchase consideration shall be a good and valid discharge to any purchaser and after the name of the purchaser has been entered in the Register of Members of the Company pursuant to the foregoing powers, the validity of such proceedings shall not be questioned by any person.

TRANSMISSION OF SHARES

13. A person becoming entitled to a Share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder, he shall give notice to the Company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the Share to that person. Where, in consequence of the death or bankruptcy of a member, any person is entitled to Shares representing in aggregate more than fifty per cent of the issued Shares of the Company and such person shall have given notice electing to become the holder of all or any of such Shares or shall have executed an instrument of transfer of all or any of such Shares to any other transferee, the Directors shall register such person or other transferee as may be specified in such notice or instrument of transfer as the case may be, as the registered holder of the Shares in question. In any other case, all the Articles relating to the transfer of Shares shall apply (including but without limitation Article 10) to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

GENERAL MEETINGS

14. There shall be added at the end of Regulation 41 of Table A the words "and at such adjourned meeting the Members or Member present personally or by proxy shall be a quorum and shall be entitled to proceed with the business of the Meeting and exercise thereat all powers of the Members in General Meeting to the intent that no Member or Members shall have the power by absence from Meetings to frustrate the business of the Company".
15. In paragraph (b) of Regulation 46 of Table A the words "one or more" shall be substituted for the words "at least two". Paragraphs (c) and (d) of said Regulation 46 shall be omitted.
16. On a show of hands or on a poll votes may be given either personally or by proxy. A Member may appoint only one proxy in respect of his entire holding of each class of Shares in the Company.

VOTES OF MEMBERS

17. The Chairman of any general meeting shall be entitled but not obliged to accept as valid any instrument of proxy or any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors notwithstanding that the same may be deposited or delivered less than 48 hours before the commencement of any general meeting or adjourned meeting or the time appointed for the taking of a poll, and Regulation 62 shall be amended accordingly.

DIRECTORS

18. Unless otherwise determined by Ordinary Resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum and there may be a sole Director. A sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulations 89 and 90 of Table A shall be modified accordingly.

19. The holders of a majority of the issued Shares in the Company shall be entitled at any time and from time to time to appoint any person to be a Director of the Company and at any time and from time to time to remove from office any Director of the Company. Every such appointment or removal shall be effected by an instrument or instruments in writing signed by the holders effecting the same or, in the case of a body corporate, by any one member of its Board of Directors or other governing body, which instrument or instruments shall be lodged at the Registered Office of the Company and shall take effect as at the time of such lodgement and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

BORROWING POWERS

20. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount and mortgage or charge the undertaking, property and uncalled capital of the Company or any part thereof as security for any debt, liability or obligation of the Company or of any third party and that upon such terms and in such manner as they think fit.

PROCEEDINGS OF DIRECTORS

21. 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 fixed by or in accordance with these Articles as the maximum number of Directors.
22. Subject to the prior consent of Members holding in aggregate a majority of the issued Shares of the Company (or the authority of an ordinary resolution of the Company in general meeting), a Director shall be entitled to vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

RETIREMENT OF DIRECTORS

23. Every Director of the Company, other than the Chairman and Managing Director, shall retire from office at each annual general meeting of the Company and shall not be deemed to be reappointed unless so reappointed by ordinary resolution of the Company or appointment pursuant to Articles 19 or 21, and Regulations 78 and 84 of Table A shall be varied accordingly.

BENEFITS TO DIRECTORS

24. There shall be added to the end of Regulation 87 of Table A the following:-

"The Directors may similarly provide such benefits and make such contributions and payments for any person who is a Director of and who has held but no longer holds any executive office or employment with any other company the directors of which the Company is authorised by its Memorandum of Association to benefit notwithstanding that he may be or have been a Director of the Company".

Certified a true copy.

..... Director

GL

Statement by person ceasing
to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985
as inserted by section 123 of the Companies Act 1989

Company Number

SCO28523

Name of Company JOHN LINDSAY & SON (DECORATORS) LIMITED

Registered Office 133 LANCEFIELD STREET

GLASGOW G3 8HZ

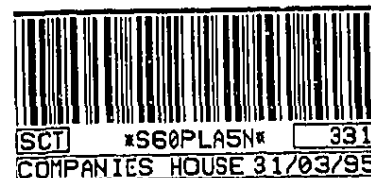
I/We* BANNERMAN JOHNSTONE MACLAY

of TARA HOUSE, 46 BATH STREET

GLASGOW G2 1HG

hereby give notice in accordance with section 394 of the Companies Act 1985 that

- (a) ~~I/We~~ confirm that in connection with ~~my/our~~ ceasing to hold office there are no circumstances which I/we consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We consider the following circumstances connected with my/our ceasing to hold office should be brought to the notice of the members or creditors of the company:~~



Signed

Bannerman Johnstone MacLay

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.
2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.