

(DUPLICATE FOR THE FILE)

No 32 2.



CERTIFICATE OF INCORPORATION

I Hereby Certify

that **Miller Construction (Southern) Limited**

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

Signed by me at Edinburgh, this 4th day of
January One Thousand Nine Hundred and Sixty-four

W. E. Smith
Registrar of Companies

Given under the Great Seal of Great Britain
this 4th day of January 1964

In presence of W. E. Smith



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

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on
application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company

MILLER CONSTRUCTION (SOUTHERN)

Limited.

I, THOMAS BECK WRIGHT

of 16 Heriot Row, Edinburgh

Do solemnly and sincerely declare that I am (a) A Solicitor engaged
in the formation

of Miller Construction (Southern)

Limited.

And that all the requirements of the Companies Act, 1948, 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 Edinburgh

the 31st day of December
one thousand nine hundred and Sixty three
before me.

John B. Maghie

(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged in
the formation," or "A person named in the Articles of Association as a Director,"
or "A person named in the Articles of Association as a Secretary."

(b) or Notary Public or Justice of the Peace.

Presented by

A. & W.M. Urquhart,

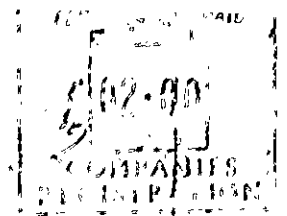
S.S.C.,

16 Heriot Row,
Edinburgh, 3.

No. 49952



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
MILLER CONSTRUCTION (SOUTHERN) LIMITED.

- I. The name of the Company is "MILLER CONSTRUCTION (SOUTHERN) LIMITED".
- II. The registered office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
- (1) To carry on in all their respective branches all or any of the business of Civil Engineering Contractors, builders, masonry and general construction contractors and hauliers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electric and other supply works, houses, buildings and erections of every kind, and to carry on any other businesses in connection with the above-mentioned businesses that are customarily or usually carried on in connection therewith or naturally incidental thereto.
 - (2) To carry on in any of their respective branches all or any of the businesses of quarry proprietors, stone and granite merchants, dealers and exporters and contractors, and to search for, get, win, raise, make marketable, use, sell and dispose of granite, stone, coal, minerals and mineral substances and products within or under any property of the Company, and to prepare and
- 52

manufacture cement paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for carrying on any of the above-mentioned businesses.

- (3) To carry on all or any of the business of merchants and dealers in brick, timber, hardware and other building requisites, builders' merchants, brick and tile, terra-cotta makers, marble manufacturers, masons, electrical and general engineers, metal foundries, shipwrights, wharfingers, etc., carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.
- (4) To manufacture, buy, sell, treat and deal in all kinds of plant, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above businesses or usually dealt with by persons engaged therein.
- (5) To purchase, feu, take on lease or in exchange any heritable or real property and to purchase, take on lease or exchange any moveable property and any rights or privileges which the Company may think necessary or convenient for the purpose of the business.
- (6) To sell any heritable property owned by the Company and no longer necessary for the purpose of the business.
- (7) To invest capital and other monies of the Company either by way of purchase or by way of loan upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, policies of life assurance, obligations and securities of any kind issued or guaranteed by any person or company or corporation or building society or undertaking of whatever nature constituted or carrying on business in the Kingdom of Great Britain, the Irish Free State, or in any British commonwealth, dominion, colony, dependency or possession; provided (a) that no investment possession unlimited liability on the Company shall be made; and (b) that the monies of the Company shall not be employed in purchase or loan upon the security of its own shares or stock.
- (8) To acquire any such shares, stocks and others before mentioned, by subscription, syndicate, participation tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee subscription thereof for or on behalf of the Company, and to exercise and enforce all rights

and powers conferred by, or incident to the ownership thereof.

- (9) To draw, make, accept, endorse, discount, execute and issue and sell promissory notes, bills of exchange, bills of lading and all negotiable instruments and documents of title.
- (10) To lend money on such terms as may seem expedient to any company, society or individual, and to guarantee the performance of any contract or obligation of any company, society or individual, and to grant guarantees for the payment of any sum or sums of money.
- (11) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by way of discount, cash credit or overdraft or upon bond or upon deposit or by the issue of debenture or debenture stock, perpetual or otherwise and to grant charges upon all or any of the Company's property both present and future, including any uncalled capital, and to purchase (by private treaty or in the open market), redeem or pay off any such securities.
- (12) To acquire rights in minerals and clays, brickworks, quarries, sandstone and gravel pits, and to manufacture into marketable commodities all residual or by-products resulting from any manufacture in which the Company may be engaged.
- (13) To act as cartage and haulage contractors, ship-owners or agents, general carriers, motor and carriage hirers on land or water.
- (14) To treat and submit to any process of manufacture, prepare for market, buy and sell, warehouse, transport, trade and deal in any of the articles and things hereinbefore mentioned, and in any other goods, produce, wares, merchandise, articles or things of any kind whatsoever which may be useful or necessary in carrying on the business of the Company or in connection therewith, and to act as merchants and agents for buying and selling any of the articles and materials before enumerated or which may be useful or necessary in carrying on the business of the Company or in connection therewith or to appoint agents or representatives in the United Kingdom or Abroad.
- (15) To purchase, acquire or assume control of the business, property or undertaking of any business

(which this Company is authorised to carry on) or possessed of property or rights suitable for the purpose of this Company, and to pay for such business, property or undertaking in cash, or in shares, stock or debentures of the Company, or partly in any of such modes, or in any other manner.

- (16) To apply for and obtain, to purchase, acquire, and use, and to sell and dispose of inventions, letters patent, licences and trade marks, and other rights in connection therewith.
- (17) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company (having objects altogether or in part similar to those of this Company) 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.
- (18) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to engage in any business or transaction (which this Company is authorised to carry on or engage in) or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subscribe to any trade or other association.
- (19) To hold shares, stock, debentures or other securities in any company or society or undertaking having any objects of a like manner with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company.
- (20) To amalgamate with any person, firm or company (whose objects are within the objects of the Company) and that either by sale of the whole business, property and assets of the Company, subject to its liabilities or by the purchase of the whole business, property and assets of such other company; and that with or without winding up either company or by sale or purchase of all the shares, stock or securities of the Company or any such other company as aforesaid, or by partnership or by an arrangement of the nature of partnership, or in any other manner.
- (21) To insure against fire or other risks any of the Company's property, to join mutual insurance, indemnity or protection associations,

and to insure against claims for compensation to servants, workmen, or other persons, by mutual insurance or otherwise, and to pay the premiums on all such insurances.

- (22) To establish or promote or concur in establishing or promoting any other company for all or any of the objects mentioned herein, or likely, directly or indirectly, to assist or benefit the Company or to enhance the value of any property or rights of the Company, and to transfer to any such company any property, assets or rights of the Company, and to take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities in or of any such company, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares, stock or securities and to guarantee or underwrite subscriptions for any shares, stock or securities of any such company, and to subscribe for the same or any part thereof, and upon a distribution of assets or division of profits, to distribute any such shares, stock or securities amongst the members of the Company in specie.
- (23) To distribute any of the property of the Company among the members in specie whether by way of dividend or upon the return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction (if any) for the time being required by law.
- (24) To create and provide any sinking, redemption or reserve funds.
- (25) To pay for any property or rights acquired by the Company, or services rendered or to be rendered either in cash or in fully or partly paid shares or debentures or debenture stock, and that either with or without preferred or deferred rates in respect of dividend, or repayment of capital or otherwise, or by any securities which the Company has the power to grant or issue, or partly in one mode and partly in another, and generally on such terms as the Company may approve.
- (26) To issue any shares or mortgages or debentures or debenture stock of the Company at a premium or as fully or partly paid up.
- (27) To remunerate the officers, servants and employees of the Company out of or in proportion to the returns or profits of the Company.
- (28) To establish and maintain or assist in establishing and maintaining benefit societies and

clubs, and to grant pensions and allowances, and to make payments towards insurance for the benefit of such persons and their wives and families, and generally to establish, manage, subscribe to or otherwise aid or support schools, places of recreation, hospitals, infirmaries, dispensaries, charitable, educational, national or other institutions, objects or undertakings which shall have any moral or other claims to support or aid by the Company by reason of the locality of their operations or otherwise, and to subscribe and guarantee money for or promote exhibitions and other public objects.

(29) To take, make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal or other proceedings, references, arbitrations, compromises, arrangements, and do all other acts, matters and things which shall at any time appear incidental or conducive to or expedient for the promotion or protection of the Company's rights, properties or interests or the attainment of any of its objects.

(30) To do all such things as are incidental or may be thought conducive to the attainment of the above objects, or any of them, and the objects specified in each of the paragraphs in this Memorandum shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in any other paragraph, or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

IV, The liability of the members is limited.

V, The share capital of the Company is £100 Sterling, divided into 100 shares of £1 each.

WE, the several persons, whose names, addresses and descriptions 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

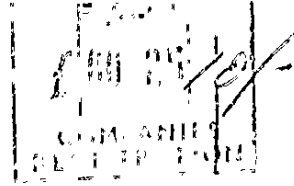
respective names:-

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>James Beck Wright.</i> <i>16, Heriot Row, Edinburgh</i> <i>Solicitor General's Clerk</i>	<i>One</i>
<i>Joseph Purdie.</i> <i>16 Heriot Row, Edinburgh</i> <i>Solicitor.</i>	<i>One.</i>

DATED the *THIRTIETH* day of *DECEMBER* Nineteen
Hundred and Sixty-three.

WITNESS to the above Signatures:-

Alasdair J. W. Deas.
16 Heriot Row.
Edinburgh.
Solicitor



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
MILLER CONSTRUCTION (SOUTHERN) LIMITED.

PRELIMINARY

1. Subject as hereinafter provided, the Regulation in Table "A" (Part I) in the First Schedule to the Companies Act, 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company with-
in the meaning of Section 28 of the Companies Act, 1948,
which is hereinafter referred to as "the Act", and
accordingly:-

- (a) The right to transfer Shares is restricted in manner hereinafter provided.
- (b) The number of the 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 such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall, for the purpose of this Article, be treated as a single person.
- (c) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. The Directors may, subject to the Regulations of these Articles and to any conditions of allotment, from time to time, make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at the least is given of each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed.

TRANSFER AND TRANSMISSION OF SHARES

6. The Directors may in their absolute discretion and

without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

7. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

8. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

9. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

10. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz:-

75. The number of Directors shall not be less than two nor more than eight, but the Company in General Meeting may reduce or increase these limits.

11. The first Directors shall be appointed by the signatories to the Company's Memorandum of Association by writing under their hands. A Director shall not be required to hold any share qualification.

12. Each of the Directors shall be entitled to be paid out of the funds of the Company by way of remuneration for his services such sum or sums as may be determined by

pany in General Meeting, either generally or for any year or any longer or shorter period. The Directors may repay to any Director all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board, or of committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

13. The Company may at any time by Extraordinary Resolution (but not otherwise) and the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board but so that no appointment shall be made which would cause the total number of Directors to exceed the maximum number of Directors for the time being fixed by or in accordance with these Articles. A Director so appointed shall retire at the next following Ordinary General Meeting, but shall be eligible for re-election at that Meeting.

14. The Directors may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent, any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may amend or vary any such delegation, but no person dealing in good faith and without notice of any such amendment or variation shall be affected thereby.

BORROWING POWERS

15. Clause 79 of Table "A" shall not apply and the following Clause shall be substituted therefor, viz:-

79. 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 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.

DISQUALIFICATION OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

88. The office of Director shall be vacated if the Director:-

- (a) Becomes bankrupt or suspends payment or compounds with his creditors;
- (b) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act, 1948;
- (c) Is found lunatic or becomes of unsound mind;
- (d) Is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office;
- (e) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

ACCOUNTS

18. The Directors shall cause true accounts to be kept:-

- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
- (b) Of all sales and purchases of goods by the Company, and
- (c) Of the assets and liabilities of the Company.

19. The books of account shall be kept at the office, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

20. The Directors shall once at least in every year, cause to be prepared and laid down before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by the Statutes for the time being, but the same unless the Directors so resolve, shall not be printed or otherwise copied or circulated.

21. Every such balance sheet shall be accompanied by a report of the Directors as to the amount which they recommend to be paid by way of dividend or bonus to the Members, and the amount (if any) which they propose to carry to the reserve fund or reserve funds.

22. Every account of the Directors when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth shall be conclusive.

Names, Addresses and Descriptions of Subscribers

Thos Beck Leighs.
16 Heriot Row, Edinburgh
Solicitor

Joseph Austin,
16 Heriot Row, Edinburgh.
Solicitor.

DATED the *THIRTIETH* day of *DECEMBER* Nineteen
 Hundred and Sixty-three.

WITNESS to the above Signatures:-

Alasdair J. W. Deas.
16 Heriot Row.
Edinburgh.
Solicitor

CERTIFICATE

I certify that the Memorandum and Articles of Association in respect of MILLER CONSTRUCTION (SOUTHERN) LIMITED on this and the preceding Thirteen Pages, together with the Backings, were reproduced by McNEILL & CADZOW, 14 Hill Street, Edinburgh, 2., by the Multigraph Process.

C. T. McNeill
 Partner,
 McNEILL & CADZOW.

No. of Company. 39762

MILLER CONSTRUCTION (SOUTHERN)

LIMITED



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Companies 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.

The NOMINAL CAPITAL of the above-named Company is £ 100

Signature

Robert B. Hughes

Description Solicitor Supreme Courts,
involved in the formation of
the Company.

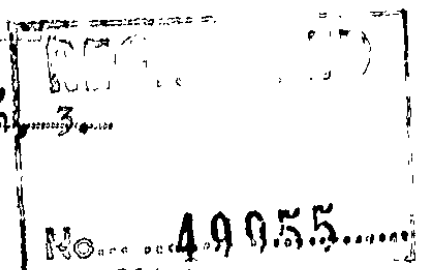
Date 21st December, 1963.

Presented for registration by

A. & W.M. Urquhart,
S.S.C.,
16 Heriot Row,
Edinburgh, 3.

Stamps
LCS 303

W.L. 26443/E2446 7m. 7/62 B.L. & Co. Ltd. Gp. 877/97

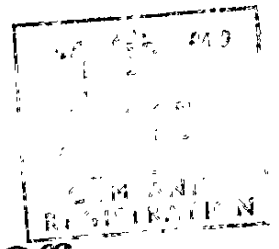
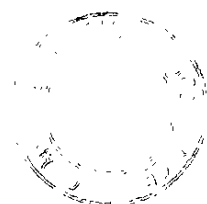


NOTE—This margin is reserved for Binding, and must not be written across

No. of Company

3762

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Notice of Situation of Registered Office or of any change therein.

THE COMPANIES ACT, 1948

Pursuant to Section 107

TO THE REGISTRAR OF COMPANIES.

Name
of
Company

Limited.

hereby gives you notice, in accordance with Section 107 of the Companies Act, 1948,
that the Registered Office of the Company is situated at

(Signature)

Murley

(State whether Director or Secretary)

Secretary

Dated the 14th

day of February

1964

Note This notice must be forwarded to the Registrar of Companies within 14 days after the date of the incorporation of the Company or of the change, as the case may be.

REGISTERED

17 FEB 1964

Presented by

17 FEB 1964

No.

7101

[Form No. 4
The filing fee is 5/-]

39762

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SPECIAL RESOLUTION

MILLER CONSTRUCTION (SOUTHERN) LIMITED

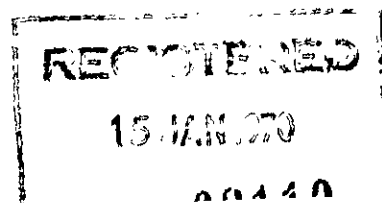
Passed: 12th January 1970

At an Extraordinary General Meeting of the above named Company duly convened and held at 18 George Street, Edinburgh, on the Twelfth day of January 1970, the subjoined Special Resolution was duly passed viz:-

That the name of the Company be changed to Miller Construction Southern Limited.

W. W. W. W.

Secretary.



(DUPLICATE FOR THE FILE)

No. 39762.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Whereas

Miller Construction (Southern) Limited

was incorporated as a limited company under the

Companies Act, 1948,

on the

Third

day of

January, 1964

And whereas by SPECIAL RESOLUTION of the Company and with the approval of the BOARD OF TRADING it has changed its name.

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

Miller Construction Southern Limited

Given under my hand at Edinburgh, this Thirtieth day of

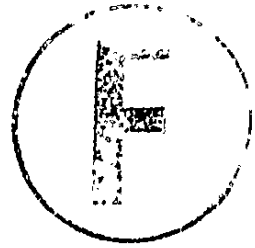
January

One Thousand Nine Hundred and SIXTY SEVENTY

Certificate
received by

Date

J. J. L. Jarvis
Registrar of Companies



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 39762

I hereby certify that

Miller Construction Southern Limited

having by special resolution changed its name, is now incorporated under the name of

THE MILLER GROUP LIMITED

Given under my hand at Edinburgh the 26 July 1982

Registrar of Companies

39462
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SPECIAL RESOLUTION



of

MILLER CONSTRUCTION SOUTHERN LIMITED S/L

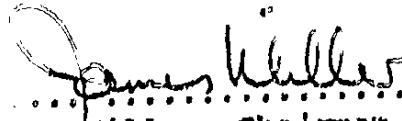
PASSED 7TH JUNE 1982

At an Extraordinary General Meeting of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a SPECIAL RESOLUTION had been given, held at Miller House, Edinburgh, in the County of Midlothian on the 7th June 1982, the following SPECIAL RESOLUTION was duly passed.

That the name of the above-named Company be changed to THE MILLER GROUP LIMITED.

EDINBURGH, 11th June 1982.

Certified a true copy


.....
James Miller, Chairman.

13 21 1982

13 21 1982

RW



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

39762

I hereby certify that

THE MILLER GROUP LIMITED

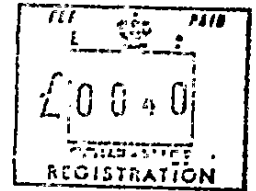
**having by special resolution changed its name, is now
incorporated under the name of**

JAMES MILLER & PARTNERS LIMITED

Signed at Edinburgh

9 June 1986


Registrar of Companies



SPECIAL RESOLUTION OF

THE MILLER GROUP LIMITED

Registered Number Scotland 39762

/51

At an Extraordinary General Meeting of the Members of the said Company held at Miller House, Edinburgh in the County of Midlothian on the 7th April, 1986, the following Special Resolution was duly passed:-

That the name of the above Company be changed to:-

JAMES MILLER & PARTNERS LIMITED

with effect from 9th June, 1986.

Certified a true copy

*James Miller
Chairman 29 April 1986.*

Y-123 66325 004001

Y-123 66325

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Company No. SC.39762

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

JAMES MILLER & PARTNERS LIMITED

We, the undersigned, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions and agree for all purposes that the said resolutions shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 366A of the Companies Act 1985 (the "Act") the Company hereby elects to dispense with the holding of annual general meetings in 1992 and all subsequent years until this election is revoked.
2. THAT pursuant to section 252 of the Act the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to section 386 of the Act the Company hereby elects to dispense with the obligation to appoint auditors annually.
4. THAT pursuant to section 80A(1) of the Act the Company elects that the provisions of section 80A of the Act shall apply to the Company instead of the provisions of sections 80(4) and 80(5) of the Act in relation to the giving after the said election of authority to allot shares.
5. THAT pursuant to sections 369(4) and 378(3) of the Act the Company hereby elects that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.

Dated 19th March 1992

R. K. Lawton
.....
For and on behalf of
The Miller Group Limited

C. K. Scott
.....
Nominee



Company No.SC.39762

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

JAMES MILLER & PARTNERS LIMITED

We, the undernoted, being all the shareholders for the time being of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolution and agree for all purposes that the said resolution shall be as valid and effective as if passed at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTION

THAT, the company, having been dormant since its formation resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, Section 384.

Dated 23rd July 1993

R. K. Landa Secretary
.....
For and on behalf of
The Miller Group Limited

[Handwritten signature and date 23/7/93]