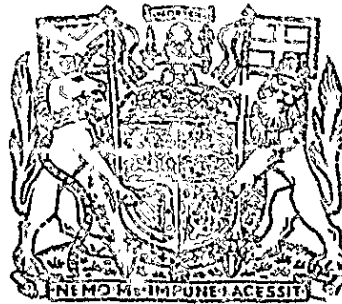


(DUPLICATE FOR THE FILE)

No 40601.



CERTIFICATE OF INCORPORATION

I Hereby Certify

that

Leamnos Construction Company Limited

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

SIGNED by me at Edinburgh, this *Seventeenth* day of
September One Thousand Nine Hundred and *Sixty-five*

R. G. B. W. Dairi
Registrar of Companies

*Certificate
received by*

Date

Number of
Company

42601



Form No. 41.

THE COMPANIES ACT, 1948.



A 66.
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)

Insert the
Name of the
Company.

LAWRENCE CONSTRUCTION COMPANY.

LIMITED.

Presented by

DONALDSON & ALEXANDER

127 St. Vincent Street,

GLASGOW, C.2.



The Solicitors' Law Stationery Society, Limited,
157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 66.—S.6194/64.

REGISTERED

27 SEP 1965

Here insert Name
and Address.

I, William Neil Donaldson.....

of 127 St. Vincent Street, Glasgow.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"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 that I am ("") an

Enrolled Law Agent engaged in the

formation

of Lawrence Construction Company

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...GLASGOW.....

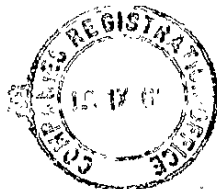
the.....14th.....day of September....19..65.

Before me,

A. Mackie.

William Neil Donaldson

This margin is reserved for binding and should not be written across.



2



THE COMPANIES ACT, 1948.

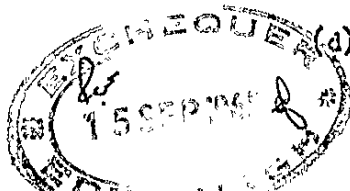
COMPANY LIMITED BY SHARES.

MEMORANDUM of ASSOCIATION

of

LAWRENCE CONSTRUCTION COMPANY LIMITED.

- I. The name of the Company is "LAWRENCE CONSTRUCTION COMPANY LIMITED."
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
 - (a) To carry on in Scotland the business of builders of all types of erections using existing and new methods of construction. To develop methods of building construction and to carry out research and investigation of economical use of alternative building materials and to grant licences to nominated contractors to carry out contracts employing these methods upon such terms and conditions as the Company may think fit. To improve existing methods of construction. To obtain patent rights for methods of construction and to grant licences and privileges in respect to the same; and to carry on the business of general builders, public work contractors, quarry masters, brick and cement manufacturers, builders' merchants and building contractors in all their branches.
 - (b) To purchase, feu, lease, hire, take in exchange or otherwise acquire any property heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or desirable with reference to any of its objects.
 - (c) To acquire by purchase, licence or otherwise and to exercise and use any invention or any patent rights or protection in any part of the world for any invention; as also to grant licences to exercise and use any patent belonging to the Company and that for such royalties and consideration as may be agreed on with the licensees.
 - (d) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property of the Company/



Company or any right over or any interest in the same in such manner, upon such terms, and subject to such conditions as the Company may think proper.

- (e) To insure the Company against loss and damage by fire, accident or otherwise howsoever and that by effecting insurances with outsiders or by establishing and accumulating any fund for that purpose or otherwise, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers' liability insurance, industrial insurance, motor insurance, or any business of insurance or re-insurance within the meaning of the Insurance Companies Act, 1958 or any Act amending, extending or re-enacting the same.
- (f) To raise or borrow money without security or to secure repayment thereof in such manner and on such terms as may seem expedient, including the issue of Bonds, Bills, Promissory Notes, Mortgages, Debentures or Debenture Stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the Company's property and its uncalled capital for the time being and that at such rate of interest and repayable in such manner as may be deemed expedient and to renew, re-issue, redeem or pay off any such securities.
- (g) To invest and deal with the available moneys of the Company upon such securities including personal obligations and in such manner as may from time to time be determined and to lend and advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved as also to give guarantees and carry on and transact guarantee business.
- (h) To buy or acquire all or any part of the business property or undertaking, and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.
- (i) To promote any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (j) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company.
- (k) To pay for any property or rights acquired by the Company or services of any nature whatsoever rendered to the Company either in cash or shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may think fit.

- (l) To distribute among the members in specie any property or assets of the Company, 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.
- (m) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital.
- (n) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (o) 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 (and for the purpose of removing any doubt, employees includes directors) or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons or person who 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 person employed by the Company.
- (p) To do all such things as the Company may think are incidental or conducive to the attainment of the above objects or any of them, and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise, and either alone or in conjunction with others.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with, or performed do not fall within the objects of the first sub-clause of this clause.

IV. The liability of the members is limited.

V. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

WE, /

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>J.P. Lowers</i> 127 ST. VINCENT STREET GLASGOW, C.2. Solicitor	One
<i>Cameron J. McGregor</i> 127 St. Vincent Street Glasgow C.2. Solicitor	One

DATED this 14th day of September 1965.

WITNESS to the above Signatures:-

Margaret Allan.
127 St. Vincent Street, Glasgow
Stanford Lyfard



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

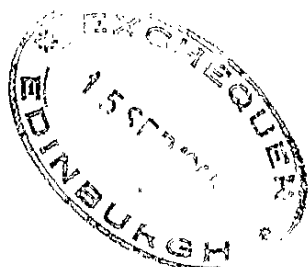
LAWRENCE CONSTRUCTION COMPANY LIMITED.

1. The Company is established as a Private Company limited by shares, in the sense of the provisions of the Statutes. Subject as hereinafter provided the regulations contained in Part 2 of Table A in the First Schedule to the Act of 1948 shall apply to the Company. Regulations 24, 75, 79 and 88 of Part I of Table A shall not apply to the Company.
2. The number of members of the Company shall be limited to fifty, 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 the employment and have continued after the determination of that employment to be members of the Company. No transfer which would increase such number of members beyond fifty shall be valid, and the Directors shall refuse to recognise or register any transfer which would increase such number, provided always that where two or more persons hold one or more shares jointly they shall, for the purpose of this Article, be treated as a single member.
3. 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 or who may act on its behalf, are hereby prohibited from making any such invitation to the public.
4. In the construction of these presents the following words and expressions shall have the several meanings hereby assigned to them, so far as such meanings are not inconsistent with the context or subject-matter, viz.:-

"The Company" means "LAWRENCE CONSTRUCTION COMPANY LIMITED."

"The Statutes" means and includes "The Companies Act, 1948" and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.

"The/



42173

"The Act of 1948" means "The Companies Act, 1948".

"The Directors" means the whole number of the Directors of the Company for the time being, or a quorum of them duly called and assembled in accordance with these Articles.

"The Secretary" means any person appointed to perform the duties of Secretary of the Company.

Words importing persons include partnerships, companies and corporations.

Words importing the masculine gender only, include the feminine gender.

SHARES.

5. Save as provided by any agreement, shares shall be issued and allotted by the Directors to such persons on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit and, in particular, the Directors may by agreement give to any person the right or option of requiring at a future date that an allotment shall be made to him of any shares at par or at such premium as may be agreed.
6. If two or more persons are registered as joint owners of any shares any one of them nominated in writing by them all from time to time, or in default of such nomination the person first named on the register in respect of such shares, shall as regards voting, receipt of dividend, service of notices and all and any other matters connected with the Company, except the transfer of shares, be deemed the sole owner.

LIEN.

7. In Article 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid Shares)" shall be omitted.

CALLS ON SHARES.

8. In Article 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

9. The Directors, subject as aftermentioned, shall have an absolute discretion to refuse to recognise any transfer of shares or to register any transferee thereunder without assigning any reason for the refusal. The Directors may decline to recognise any instrument of transfer unless it is accompanied by the certificate of 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. Notwithstanding anything otherwise contained in these Articles the foregoing provisions of this Article shall not apply to and the Directors shall be bound subject to delivery of the relative Share Certificate and reasonable evidence of title to register any transfer of shares by the trustees or executors of a/

a deceased registered shareholder in favour of one or more of such trustees or executors, or of a widow, widower, son, or daughter, or other beneficiary of such deceased registered shareholder.

10. No member shall be entitled to sell or transfer any shares held by such member unless he shall have first offered in writing to sell such shares to the Directors at a price to be mutually agreed or, failing agreement, to be fixed by the Auditor of the Company as the fair value of the shares. Such offer shall be irrevocable and shall constitute the Directors the Agents of the offerer for the sale of the shares to any member holding shares in the Company, including the Directors personally, in accordance with the following procedure. Upon the price being agreed or fixed as aforesaid the Directors shall forthwith intimate in writing the offer and the price fixed to all the members excepting the offerer and such members or any of them shall be entitled to apply for the shares offered within one month thereafter at the price therein stated and such shares if over applied for shall be divided in proportion to the number of shares held by each applicant and if not over applied for shall be divided according to the applications. The result shall be intimated to the offerer within three weeks after the price of the shares has been fixed. If the whole or any of the shares are not applied for, the offerer shall, subject to the other provisions of these Articles, be entitled to sell the shares not so accepted at not less than the price agreed or fixed by the Auditors provided always that such sale is effected within three months from the date of intimation to the offerer of the declination or non-acceptance of the shares by the Directors. No voluntary sale of shares shall be effectual at a lower price than that agreed or fixed by the Auditor. This Article shall not apply to shares disposed of by mortis causa deed.
11. Any shareholder in the employment of the Company on ceasing to be employed by the Company or, on his death, his executors or administrators, or, on bankruptcy or lunacy, his trustee or curator, shall be bound to offer his shares to the Directors, at a price to be fixed in accordance with Article 10 hereof.

PROCEEDINGS AT GENERAL MEETINGS.

12. In Article 53 of Part I of Table "A" the words "two members present in person or by proxy shall be a quorum" shall be substituted for the words "three members present in person shall be a quorum".
13. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
14. A resolution in writing signed by or on behalf of all the members of a class or all the members for the time being of the Company shall be as valid and effectual as if it had been passed at a meeting of the class or the Company duly called and constituted, but this Article shall not apply to a resolution for winding up the Company, or to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by special or extraordinary resolution as defined by Section 141 of the Act of 1948.

15. In Article 58 of Part I of Table A the words "any member" shall be substituted for the words "at least three members" and the words "or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting", shall be omitted.

VOTES OF MEMBERS.

16. In case of a co-partnership holding a share in the Company, such partner only shall be entitled to vote in respect of such share as may be named in a memorandum signed by the co-partnership and deposited at the registered office of the Company, but any other person may be appointed proxy for the co-partnership.
17. It shall suffice that instruments appointing proxies be deposited at the registered office of the Company at least twenty-four hours before the time for holding the meeting, and Article 69 of Part I of Table "A" is modified accordingly. It shall not be necessary to have such instruments attested by witnesses.
18. The chairman of any meeting shall be the sole and absolute judge of the validity of every vote tendered at such meeting, and may allow or disallow the votes tendered according as he shall be of opinion that the same are or are not valid.
19. Any member may vote on any question, even though he may be personally interested therein subject to any law there-
anent.
20. Notwithstanding anything in these Articles or in the said Table A contained, any member of the Company shall be entitled by a Mandate in writing subscribed by him and presented to the Company prior to his death to nominate any person to be his Mandatory for the purposes of this Article. Such Mandate shall specify the full name, address and occupation of the Mandatory and shall entitle such Mandatory as from and after the said death to receive notice of and attend and vote at General Meetings of the Company in place of the deceased member, to the same extent and in the same way and manner as the deceased member could have done immediately prior to his death but such entitlement shall continue only during the period while and so long as the shares held by or for the deceased member shall not have been entered in the Company's Register of Members in name of the legal personal representatives of the deceased member or any other person who may validly have acquired right thereto upon the death. A Mandate in terms of this Article shall ipso facto cease and determine upon registration of such shares as aforesaid and a Mandatory appointed in terms hereof shall have no right to claim or receive any dividends or other payments declared or made in respect of any shares affected by his Mandate.

DIRECTORS.

21. The number of the Directors shall not be less than two, and any Director may from time to time appoint to be an alternate or substitute Director any person who is approved by the majority of/
of/

of the Directors or alternate or substitute Directors. The appointee, while he holds office as an alternate or substitute Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director in the absence of the Director for whom he is an alternate or substitute Director but he shall not require any qualification and shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him.

Any appointment so made may be revoked at any time by the appointor, or by a majority of the other Directors, and any appointment or revocation under this Article shall be effected by notice in writing to be delivered to the Secretary of the Company. Every alternate or substitute Director shall be an officer of the Company, and be responsible to the Company for his acts and defaults.

22. The first Directors of the Company shall be nominated in writing by the subscribers of the Memorandum of Association.
23. In the event of a vacancy in the office of Director the remaining Director or Directors shall forthwith summon a meeting of the Members, and such meeting shall appoint a Director to fill the vacancy. Either a Mandatory appointed under Article 20 hereof, if such Mandatory has been appointed by a deceased Member or Members or if no such Mandatory has been appointed by said deceased Member or Members the executors or trustees of such deceased member or members and that whether entered in the Register of Members or not and even if such executors or trustees have not been confirmed shall be entitled to receive notice of and be represented and to act and vote at such meeting in all matters relating to the appointment of a Director as if they or such one of their number as they may appoint for that purpose had been the duly registered holder of the shares held by the deceased member.
24. In Article 86 of Part I of Table A the words "and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted.
25. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors.
26. A Director other than a Sole Director may hold the office of Secretary or any other office under the Company, except that of Auditor.
27. If any Director shall be called upon to go or reside abroad on the Company's business, or otherwise perform extra services at home or abroad, or shall undertake any cautionary obligation or guarantee on behalf of the Company, the Directors may arrange with such Director for special remuneration for such services, either by way of salary, commission or payment of a stated sum of money, as they shall think fit, and the Directors shall be repaid any travelling or other expenses incurred in connection with the business of the Company, including their attendance at meetings of the Directors.

28. No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, lessor, customer or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting, or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration, if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest; and such Director may vote in respect of any such contract or arrangement.

BORROWING POWERS.

29. Article 79 of Part I of Table A shall not apply to the Company, but in lieu thereof the following provisions shall have effect:-

The Directors may from time to time receive on deposit, borrow or otherwise raise, for the purpose of the Company, with or without security, such sums of money as they shall from time to time think proper at such rates of interest, and upon such terms and with such provisions in favour of the lenders as the Directors may approve; and as security for any money so received, borrowed or raised, the Directors may draw, accept or endorse any Bill or Promissory Notes on behalf and in the name of the Company, or mortgage, charge or pledge all or any part of the Company's property, both present and future, including uncalled capital.

DISQUALIFICATION OF DIRECTORS.

30. Article 88 of Part I of Table A shall not apply to the Company but in lieu thereof the following provisions shall have effect:-

The office of Director shall be vacated:-

- (a) If he becomes bankrupt or insolvent or suspends payment or compounds with his creditors.
- (b) If he is declared lunatic or becomes of unsound mind.
- (c) If by notice in writing to the Company he resigns his office
- (d) If his appointment is cancelled by an extraordinary resolution of the Company.

NOTICES.

31. Article 131 of Part I of Table A is hereby modified so as to read:- Where a Notice is sent by post it shall be deemed to have been served on the day on which it was posted and in proving such service it shall be sufficient to prove by a writing under the hand of the Secretary that the notice was properly/

properly addressed and put into the Post Office. The signature to any notice to be given by the Company may be written, printed or typewritten. Every Member whose residence is not in the United Kingdom shall from time to time notify in writing to the Company some place in the United Kingdom to be his address in the register.

ARBITRATION.

32. In the event of any difference or dispute arising between the Members of the Company or its Directors as to the true intent and meaning or interpretation of any of the Clauses of these Article of Association, the same shall be and is hereby referred to an Arbiter to be mutually agreed upon, whom failing to an Arbiter to be appointed by the Dean of the Faculty of Advocates whose decision shall be accepted as final and binding on, and shall be acted upon by, the Members or Directors as the case may be; And in the event of the voting on any resolution submitted to a Meeting of the Members or Directors, as the case may be, being equal for and against such resolution, the same shall be and is hereby referred to the said Arbiter, whose decision shall be final and binding on the whole Members or Directors, and shall become the finding of such Meeting of Members or Directors, as the case may be.

DISTRIBUTION OF ASSETS ON WINDING UP.

33. If the Company shall be wound up, any Director, agent, trustee or member of the Company, alone or jointly with any other person, may become a purchaser of property belonging to the Company.

Names, Addresses and Descriptions of Subscribers.

J. L. [Signature]

127 ST. VINCENT STREET,
GLASGOW, C.2.
SOLICITOR

Cameron J. W. [Signature]
127 St. Vincent Street
Glasgow C.2.
Solicitor

DATED this 14th day of September 1965.

WITNESS to the above Signatures:-

Margaret Allan.
127 St. Vincent Street, Glasgow
[Signature]

CERTIFIED THAT THIS DOCUMENT HAS BEEN
REPRODUCED BY MULTILITH LITHOGRAPHY,
JOHN OSWALD & SON (OFFSET LITHO) LIMITED.

.....Director.

Number of
Company

42601
4

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OR

LAWRENCE CONSTRUCTION COMPANY.



LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Donaldson & Alexander

Description Law Agents to the Company

Dated the Fourteenth day of September, 1965

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

DONALDSON & ALEXANDER,

127 St. Vincent Street,

GLASGOW, C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

15 SEP 1965

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

No. of Company.. 42601 / 38

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

TO THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Lawrence Construction Company

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by at Ordinary Resolution of the Company dated the
4th day of December 1978 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 199,900-00
beyond the registered capital of £ 100-00

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
199,900	Ordinary	ONE POUND

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

UNLIMITED

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Signature A. B. WilsonState whether Director or Secretary SecretaryDated the 12th day of December 1978

Presented by

Director's Reference.....

A. B. WILSON137 WEST REGENT ST.GLASGOW G2 2SH

(see notes overleaf)

42601/37

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

LAWRENCE CONSTRUCTION COMPANY LIMITED

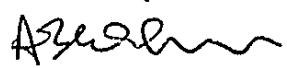
Passed 8th December 1978

At an EXTRAORDINARY GENERAL MEETING of the above Company held at the Registered Office, 137 West Regent Street, Glasgow G2 2SH the following Resolution was duly passed :-

As an ORDINARY RESOLUTION :

That the Share Capital of the Company be increased from 100 Shares of £1 each to 200,000 Shares of £1 each by the creation of 199,900 Shares of £1 each.

By Order of the Board


A.B. WILSON

Secretary

REGISTERED OFFICE:

137 West Regent Street,
GLASGOW
G2 2SH

Lawrence Construction Company Limited

NOTICE is HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the above Company will be held at 137 West Regent Street, Glasgow, on 8th December 1978 for the purpose of considering and if thought fit passing the following Resolution:

1. As an ORDINARY RESOLUTION:

That the Share Capital of the Company be increased from 100 Shares of £1 each to 200,000 Shares of £1 each by the creation of 199,900 Shares of £1 each.

By Order of the Board



A.B. Wilson

SECRETARY.

Registered Office:
137 West Regent Street,
GLASGOW

16th November 1978.

A member is entitled to appoint a Proxy, who need not be a Member of the Company to attend and, on a poll, to vote instead of him. Forms of Proxy must be lodged at the Registered Office at least 48 hours before the Meeting.

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

42601

Name of company

* LAWRENCE CONSTRUCTION COMPANY LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3	1	0	5
---	---	---	---

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

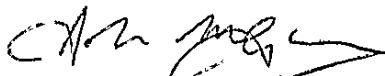
3	1	0	5	1	9	8	8
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] ~~[holding company]~~† of JOHN LAWRENCE (Glasgow) LIMITED_____, company number 15119the accounting reference date of which is 31.05

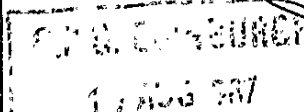
Signed

[Director] ~~[Secretary]~~† Date14/5/87

Presenter's name address and reference (if any):

For official Use
General Section

Post room



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

LAWRENCE CONSTRUCTION COMPANY LIMITED

Dated 11th October 1988

At an EXTRAORDINARY GENERAL MEETING of the Company held on 11th October 1988 the following Resolution was duly passed as an Ordinary Resolution of the Company:-

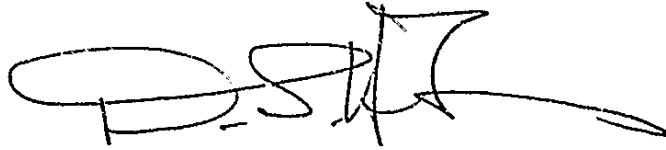
RESOLUTION

"That:-

- (1) the authorised share capital of the Company be and is hereby increased from £200,000 to £1,800,000 by the creation of 1,600,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company;
- (2) the Directors pursuant to the provisions of Section 80 of the Companies Act 1985 ("the Act") shall have authority generally and unconditionally to allot relevant securities within the meaning of this Section up to an aggregate nominal amount equal to the



authorised but unissued share capital of the Company immediately after the passing of this resolution."

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

Registered Office:-

Broomloan House,
170 Edmiston Drive,
Glasgow.



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

42601

Name of company

* Lawrence Construction Company Limited

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated Eleventh October 1988 the nominal capital of the company has been
increased by £ 1,600,000 beyond the registered capital of £ 200,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

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

Signed

Designation ‡

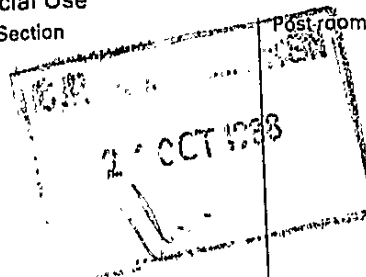
Director

Date 13.10.88

Presenter's name address and
reference (if any):

For official Use
General Section

Post room



SC 42601

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 378 (2) of the Companies Act 1985)

of

LAWRENCE CONSTRUCTION COMPANY LIMITED

Passed 22nd February 1985

At an EXTRAORDINARY GENERAL MEETING of LAWRENCE CONSTRUCTION COMPANY LIMITED duly convened and held at Edmiston House, 170 Edmiston Drive, Glasgow on 22nd February 1985 the following Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the deletion of sub-clause (a) of Clause III thereof and the substitution therefor of the following:-

- (a) (1) To carry on in Scotland or elsewhere the business of builders of all types of erections using existing and new methods of construction. To develop methods of building construction and to carry out research and investigation



of economical use of alternative building materials and to grant licences to nominated contractors to carry out contracts employing these methods upon such terms and conditions as the Company may think fit. To improve existing methods of construction. To obtain patent rights for methods of construction and to grant licences and privileges in respect to the same; and to carry on the business of general builders, public work contractors, quarry masters, brick and cement manufacturers, builders' merchants and building contractors in all their branches, a Holding and Investment Company, a Property Investment Company, property dealers, managers, developers and lessors, manufacturers of linings made from gypsum or plastic materials or their compounds, rough casters, manufacturers and dealers in tiles, and tilers, joiners, manufacturers of pre-cast concrete products, plant hirers and owners, motor vehicle hirers and haulage contractors, manufacturers and dealers in office equipment, supplies and materials, motor dealers and repairers, dealers in and repairers of taxis, Insurance Brokers and Consultants, and financiers.

- (2) To promote the interests of JOHN LAWRENCE (GLASGOW)

LIMITED (registered number 15119), GYPSUM CONSTRUCTION (SCOTLAND) LIMITED (registered number 27580), RICHMOND TILE CO. LIMITED (registered number 67047), WESTSCOT JOINERY LIMITED (registered number 41170), L.P.T. (GLASGOW) LIMITED (registered number 15819), LEVERN PROPERTY COMPANY (GLASGOW) LIMITED (registered number 40402), TREEBY LIMITED (registered number 88580), TAGGARTS (MOTHERWELL) LIMITED (registered number 58044), TAGGARTS (AIRDRIE) LIMITED (registered number 46638), TAGGARTS (BELLSHILL) LIMITED (registered number 50864), TAGGARTS (CARLUKE) LIMITED (registered number 38279), TAGGARTS (EAST KILBRIDE) LIMITED (registered number 36030), TAGGARTS (FINANCE) LIMITED (registered number 45337), JOHN PATON & SON (TAXIS) LIMITED (registered number 48997), TAGGARTS (MILNGAVIE) LIMITED (registered number 54545), CROSS STREET GARAGE (JOHN PATON) LIMITED (registered number 56471), TAGGARTS (MOTOR HOLDINGS) LIMITED (registered number 10868), TAGGARTS (DUNFERMLINE) LIMITED (registered number 21939), TAGGARTS (KIRKCALDY) LIMITED (registered number 40599), WILLIAM B. CHRISTIE (DUNFERMLINE) LIMITED (registered number 48723), TAGGARTS (GLASGOW) LIMITED (registered number 23380), L.P.T. COMMERCIAL VEHICLES LIMITED (registered number 37314) and JOHN PATON (INSURANCE SERVICES) LIMITED (registered number 85897) and any other company which is for the time being

the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.

Secretary

A handwritten signature in dark ink, consisting of a large, stylized 'S' followed by a horizontal line and a small flourish.

Registered Office
Edmiston House
170 Edmiston Drive
Glasgow

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

42601

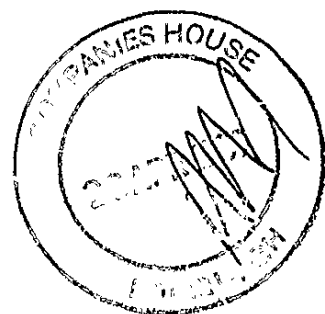
MEMORANDUM of ASSOCIATION
(as adopted by Special Resolution on 22nd February 1985)

of

LAWRENCE CONSTRUCTION COMPANY LIMITED

Incorporated

MacRoberts
Solicitors,
Glasgow.
JHG/PS/EB/LA823001
[CPYL:LAW101.MEM]



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(as adopted by Special Resolution on 22nd February 1985)

OF

LAWRENCE CONSTRUCTION COMPANY LIMITED

- I. The Company's name is "LAWRENCE CONSTRUCTION COMPANY LIMITED".
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
 - (a) (1) To carry on in Scotland or elsewhere the businesses of builders of all types of erections using existing and new methods of construction. To develop methods of building construction and to carry out research and investigation of economical use of alternative building materials and to grant licences to nominated contractors to carry out contracts employing these methods upon such terms and conditions as the Company may think fit. To improve existing methods of construction. To obtain patent rights for methods of construction and to grant licences and

privileges in respect to the same; and to carry on the business of general builders, public work contractors, quarry masters, brick and cement manufacturers, builders' merchants and building contractors in all their branches, a Holding and Investment Company, a Property Investment Company, property dealers, managers, developers and lessors, manufacturers of linings made from gypsum or plastic materials or their compounds, rough casters, manufacturers and dealers in tiles, and tilers, joiners, manufacturers of pre-cast concrete products, plant hirers and owners, motor vehicle hirers and haulage contractors, manufacturers and dealers in office equipment, supplies and materials, motor dealers and repairers, dealers in and repairers of taxis, Insurance Brokers and Consultants, and financiers.

- (2) To promote the interests of JOHN LAWRENCE (GLASGOW) LIMITED (registered number 15119), GYPSUM CONSTRUCTION (SCOTLAND) LIMITED (registered number 27580), RICHMOND TILE CO. LIMITED (registered number 67047), WESTSCOT JOINERY LIMITED (registered number 41170), WESTERN CONCRETE COMPANY LIMITED (registered number 42041), L.P.T. (GLASGOW) LIMITED (registered number 15819), LEVERN PROPERTY COMPANY (GLASGOW) LIMITED (registered number 40402), TREEBY LIMITED (registered number 88580), TAGGART'S

(MOTHERWELL) LIMITED (registered number 58044), TAGGARTS (AIRDRIE) LIMITED (registered number 46638), TAGGARTS (BELLSHILL) LIMITED (registered number 50864), TAGGARTS (CARLUKE) LIMITED (registered number 38279), TAGGARTS (EAST KILBRIDE) LIMITED (registered number 36030), TAGGARTS (FINANCE) LIMITED (registered number 45337), JOHN PATON & SON (TAXIS) LIMITED (registered number 48997, TAGGARTS (MILNGAVIE) LIMITED (registered number 54545), CROSS STREET GARAGE (JOHN PATON) LIMITED (registered number 56471), TAGGARTS (MOTOR HOLDINGS) LIMITED (registered number 10868), TAGGARTS (DUNFERMLINE) LIMITED (registered number 21939), TAGGARTS (KIRKCALDY) LIMITED (registered number 40599), WILLIAM B. CHRISTIE (DUNFERMLINE) LIMITED (registered number 48723), TAGGARTS (GLASGOW) LIMITED (registered number 23380), L.P.T. COMMERCIAL VEHICLES LIMITED (registered number 37314) and JOHN PATON (INSURANCE SERVICES) LIMITED (registered number 85897) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or

guarantee or for the payment of money or performance of obligations any any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.

- (b) To purchase, feu, lease, hire, take in exchange or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or desirable with reference to any of its objects.
- (c) To acquire by purchase, licence or otherwise and to exercise and use any invention or any patent rights or protection in any part of the world for any invention; as also to grant licences to exercise and use any patent belonging to the Company and that for such royalties and consideration as may be agreed on with the licensees.
- (d) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property of the Company or any right over or any interest in the same in such manner, upon such terms and subject to such conditions as the Company may think proper.
- (e) To insure the Company against loss and damage by fire, accident or otherwise howsoever and that by effecting insurances with

outsiders or by establishing and accumulating any fund for that purpose or otherwise, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employers' liability insurance, industrial insurance, motor insurance or any business of insurance or re-insurance within the meaning of the Insurance Companies Act 1958 or any Act amending, extending or re-enacting the same.

- (f) To raise or borrow money without security or to secure repayment thereof in such manner and on such terms as may seem expedient including the issue of Bonds, Bills, Promissory Notes, Mortgages, Debentures or Debenture Stock, perpetual or otherwise, and charged or not charged upon the whole or any part of the Company's property and its uncalled capital for the time being and that at such rate of interest and repayable in such manner as may be deemed expedient and to renew, re-issue, redeem or pay off any such securities.
- (g) To invest and deal with the available moneys of the Company upon such securities including personal obligations and in such manner as may from time to time be determined and to lend and advance money with or without security to any company, firm or person transacting or dealing with the Company upon such terms as may be resolved as also to give guarantees and carry on and transact guarantee business.

- (h) To buy or acquire all or any part of the business, property or undertaking and to assume all or any part of the liabilities of any other company, firm or person carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.
- (i) To promote any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (j) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company.
- (k) To pay for any property or rights acquired by the Company or services of any nature whatsoever rendered to the Company either in cash or shares or with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may think fit.
- (l) To distribute among the members in specie any property or assets of the Company but so that no distribution amounting to reduction of capital be made except with the sanction (if any) for the time being required by law.

- (m) To pay all expenses of an incidental to the formation and registration of the Company and the issue of its capital.
- (n) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (o) 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 (and for the purpose of removing any doubt, employees includes directors) or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who 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 person employed by the Company.
- (p) To do all such things as the Company may think are incidental or conducive to the attainment of the above objects or any of them, and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise, and either alone or in conjunction with others.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way

limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is £1,800,000 divided into 1,800,000 shares of £1 each.

Certificate Number: 6006738

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985

Pursuant to Rules 12 and 13 of the Insolvency Practitioners Regulations 1986

Authorised Insolvency Practitioners Certificate of Specific Penalty

* To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

Court Reference No: (where appropriate)		Company No:	
Full name of Company or Debtor Lawrence Construction Co Ltd			
Nature of Appointment		Joint Receiver	
Name of Surety/Cautioner and Address of Issuing Office		Royal Insurance (U.K.) Ltd 34-36 Lime Street London EC3M 7JE	
Bond Number/Renewal Date		RMM410118	29th December 1992
Full Name of Principal Office Holder and Address G.I. Rankin Cork Gully Kintyre House 209 West George Street Glasgow			
Authorising Body Institute of Chartered Accountants (Scotland)			
We (the Surety/Cautioner) hereby Certify that the amount of the *(increased) Specific Penalty in respect of the above-mentioned matter shall be in the sum			
<p>of £ 97,000 *(additional) Premium Payable £ 58.20</p> <p>from 12th May 1992 date of Certificate, to the earlier of the date of</p> <p>discharge or release, or the date of termination</p>			
Signed		Date 27th July 1992	
for and on behalf of the Surety			
Presenters Name, address and reference		<p>For Official Use</p> <p>Insolvency Section</p> <p>Post Room</p>	

* Delete as appropriate

NOTE: FILING INSTRUCTIONS ARE ON THE BACK OF THIS FORM

Certificate Number: G000799

The Insolvency Act 1986, Bankruptcy (Scotland) Act 1985

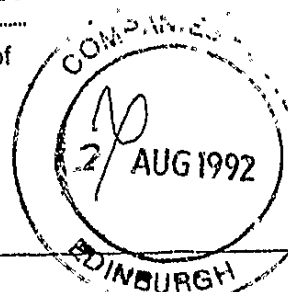
Pursuant to Rules 12 and 13 of the Insolvency Practitioners Regulations 1986

Authorised Insolvency Practitioners Certificate of Specific Penalty

* To the Court/Accountant in Bankruptcy/Registrar of Companies

For Official Use

Court Reference No: (where appropriate)		Company No:	
Full name of Company or Debtor Lawrence Construction Co Ltd			
Nature of Appointment		Joint Receiver	
Name of Surety/Cautioneer and Address of Issuing Office		Royal Insurance (U.K.) Ltd 34-36 Lime Street London EC3M 7JE	
Bond Number/Renewal Date		RMMS10024	29th December 1992
Full Name of Principal Office Holder and Address F Blin Messrs Clark Gully Kintyre House 209 West George Street Glasgow			
Authorising Body Institute of Chartered Accountants (Scotland)			
We (the Surety/Cautioneer) hereby Certify that the amount of the *(increased) Specific Penalty in respect of the above-mentioned matter shall be in the sum			
of £ 97,000 *(additional) Premium Payable £ 58.20 from 12th May 1992 date of Certificate, to the earlier of the date of discharge or release, or the date of termination			
Signed for and on behalf of the Surety		Date 27th July 1992	
Presenters Name, address and reference		For Official Use	
		Insolvency Section	Post Room



* Delete as appropriate

NOTE: FILING INSTRUCTIONS ARE ON THE BACK OF THIS FORM