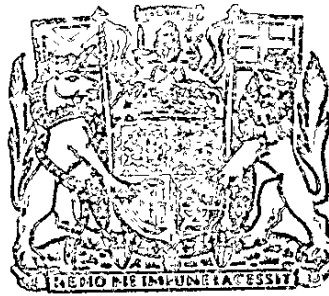


(DUPLICATE FOR THE FILE)

No. 43286.



CERTIFICATE OF INCORPORATION

I Hereby Certify

that **Shanks and McEwan (England) Limited**

is this day incorporated under the Companies Act, 1868 and that this Company is
LIMITED.

SIGNED by me at Edinburgh, this **Twenty-fifth** day of
March **One Thousand Nine Hundred and Sixty-six**

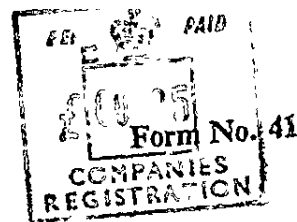
J. B. L. Laidlaw
Registrar of Companies

Certificate
received by

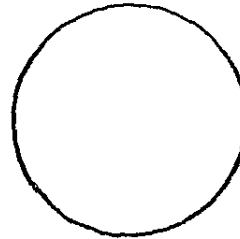
Date

No. of
Certificate

43286/1



THE COMPANIES ACT, 1948.



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

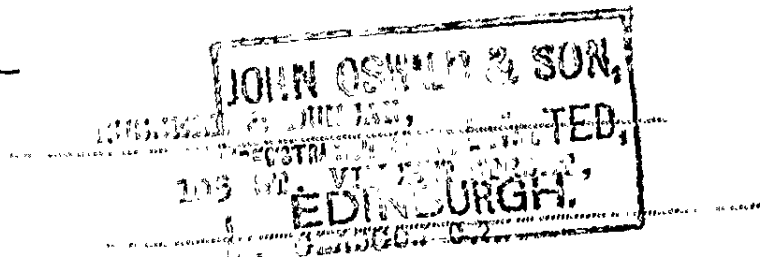
DECLARATION of compliance with the requirements of the Companies
Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

JOHN OSWALD & SON,
LIMITED,
103 QUEEN STREET,
EDINBURGH.

Presented by—



I, James Stewart
of 105

(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 an enrolled Law Agent
engaged in the formation

of James Stewart & Co. (Limited)

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 22nd day of March
One thousand nine hundred and sixty six
before me,

John Stewart
(b) Justice of the Peace for the Notary Public
(b) or Notary public,
of Glasgow

James Stewart

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

SHANKS AND McEWAN (ENGLAND) LIMITED

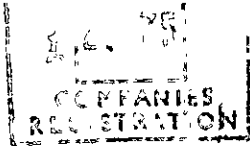
Russell & Duncan,
Solicitors,
105 St. Vincent Street,
Glasgow.

JOHN OLWALD & SON,

(REGISTRATION AGENTS) LIMITED,

EDINBURGH.

437802



THE COMPANIES ACT, 1947

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHANKS AND McEVAN (ENGLAND) LIMITED.

1. The name of the Company is "SHANKS AND McEVAN (ENGLAND) LIMITED".
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are -
 - (a) To acquire part of the undertaking and assets of Shanks & McEvan Limited.
 - (b) To carry on all or any of the businesses of General Contractors, Builders, Engineers, Iron Works, Steelworks, Ironfounders, Brick Manufacturers, Timber Merchants, Ship Owners, Quarriers, Excavators, Carriers, Manufacturers, or any other business or businesses of a similar nature.
 - (c) To acquire lands, mines metals and minerals of any sort and mining and quarrying and other similar rights.
 - (d) To work any mines or pits and search for, bore for, work, win and get any of the substances before mentioned or referred to, and to exercise any quarrying mining or similar rights acquired or to be acquired by the Company and to manufacture or treat or subject to any process or processes any of said substances and to let or sub-let on lease or otherwise sell deal in and dispose of or otherwise turn to profit any of said lands, mines, metals, minerals, or other substances or the products thereof either belonging to the Company or any other Company or persons, and generally to carry on the businesses of land owners, mineral owners, royalty owners, miners and getters of, manufacturers of and dealers in any or all of the metals, minerals, and other substances before referred to and for any of these purposes to act as agents or licensees upon commission or otherwise.
 - (e) To buy, sell, manufacture, export and deal in all or any of the

h.s.

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the substances, articles, goods and products before mentioned or referred to and also machinery, plant, implements, conveniences, provisions and things capable of being used in connection with any of the operations before mentioned or referred to, or required by workmen or others employed by the Company or by any other Company or any persons engaged in any such operations.

- (f) To carry on any other business (whether manufacturing, trading or otherwise), which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- (g) To purchase, manufacture, mine, charter, feu, lease, or by other means acquire any property, heritable or moveable, real or personal, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company, or to acquire or dispose of any rights, privileges, or easements over or in respect of any such property.
- (h) To build, construct, maintain, alter, enlarge, work, pull down and remove or replace any buildings, factories, mills, offices, works, plant, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (i) To purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (j) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts, or things aforesaid, or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.

(k)/

- (k) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, feu, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the heritable or moveable property and rights of the Company.
- (l) 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.
- (m) To lend and advance money or give credit to such persons and on such terms as may seem expedient with or without security and without prejudice to said generality in particular to customers and others having dealings with the Company, and to purchasers of any of the property of the Company, and to give guarantees or become security for any such persons.
- (n) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or so raised, and Disposition and Assignment in Security of any part of the whole of the Company's property, heritable or moveable, or by ex facie absolute conveyance thereof, or by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar Bond, Disposition, Assignment, conveyance, mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem and pay off any such securities.
- (o) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (p) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or License of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (q) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, landowners or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (r) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (s) /

- (s) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (t) To remunerate any person, firm or company rendering services to this Company, and without prejudice to said generality, in particular any servant, director or employee of the Company, either by cash payment or by the allotment to him or them of Shares of the Company credited as paid up in full or in part, or by giving to him or them a share or interest in the profits of the Company or by a combination of two or more of these modes, or in such other manner as the Company shall think fit.
- (u) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks or Securities of this Company.
- (v) 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: 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; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.
- (x) To promote any other Company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this 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 as aforesaid.
- (y) To sell, feu, lease, or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company purchasing the same.
- (z) To distribute among the members of the Company in kind any property of the Company, and without prejudice to said generality, in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(aa)/

(aa) To do all such other things as may be deemed incidental or conducive to the attainment of, the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each. 0 p/m

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 agree respectively 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.
Mr Donald M'Lean, 105 St Vincent St. Glasgow, Wm. & Co.	One
Alexander Alexander, Civil Engineer Dunfermline, Wm. & Co. Patterson, Wm. & Co.	One.
Attila Lachlan M'Vicar 108, Wm. & Co. Dr. Alexander St. Insurance Office.	One.
Alexander Stewart M'Lean 6 Glasgow St. Glasgow Member of the Bar	One.

Dated the 22nd day of MARCH 1966.

Witness to the above Signatures:-

Andrew Mackellar M'Lean,
105 St. Vincent Street,
Glasgow 2.
Solicitor

432803

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHANKS AND McEWAN (ENGLAND) 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 are inconsistent herewith.
2. The regulations numbered 24, 53, 62, 77, 79 and 84(2), of Table A shall not apply to the Company, and the following regulations shall be modified:-

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

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

Regulation 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";

Regulation 86, so that the words from and including "and every director" to the end of the regulation 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. The Company shall not have power to issue share warrants to bearer.
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 such employment, /

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employment, and have continued after the determination of such 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. Until otherwise determined by a general meeting, the number of directors shall not be less than two nor more than seven.
7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.
9. 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.
10. At a General Meeting of the Company, every person who is present, whether as a Member of the Company or as proxy, shall have one vote on a show of hands and upon a poll every Member so present in person or by proxy shall have one vote for each £1 nominal paid up or credited as paid up on all the shares in the capital of the Company of which he is the holder.
11. 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 purpose of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.
12. 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 or in respect of a resolution to create security over the Company's property which operates or may operate to his relief as a cautioner, pledgor or obligant for the Company's indebtedness.

13. 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.

*James Macdonald, 105 St Vincent St. Glasgow
Solicitor*
*Alexander Alexander, 105 St Vincent St. Glasgow
Solicitor*
*Neil Lockhart, 105 St Vincent St. Glasgow
Solicitor*
*Alexander Stewart, 105 St Vincent St. Glasgow
University Lecturer*

Dated the 22nd day of March 1966.

Witness to the above Signatures:-

*Andrew Macdonald M.P.,
105 ST VINCENT STREET,
GLASGOW
Solicitor*

WILLIAM KENT

WILLIAM KENT

11

No. of Company 432864

LIMITED

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 £ 200,000

Signature

Description *Altimir & Substrate 15*
known & isolated

Date _____

Presented for registration by

Stamps
LCS 303

HG/ 3860.

**JOHN OSWALD & SON,
REGISTRATION LIMITED
EDINBURGH.**

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