



CERTIFICATE OF INCORPORATION

No. 48050.

I hereby certify that

Bett Brothers (Properties) Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 30 October 1970

DED. Ranton
4 Registrar of Companies

No. of Company W4050/1

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company Bett Brothers (Properties) Limited*

I, James Stewart
of 54 Queen Street, Edinburgh

Do solemnly and sincerely declare that I am (see note (a) below) a Solicitor
engaged in the formation
of Bett Brothers (Properties)
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 21st day of October

one thousand nine hundred and seventy

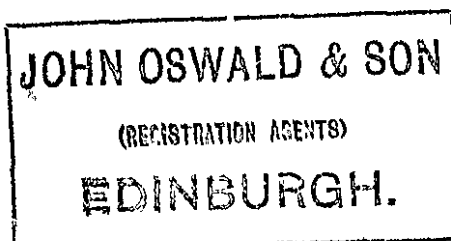
before me, David A. Smith N.P.

A Commissioner for Oaths (see note (b) below)

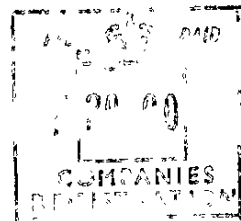
(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.



48050/2.



£20
617

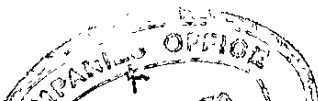
THE COMPANIES ACTS, 1948 and 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

Bett Brothers (Properties) Limited

1. The name of the Company is "BETT BROTHERS (PROPERTIES) LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:—
 - (a) To purchase, take on lease, or in exchange, or otherwise acquire any lands and buildings in Great Britain or elsewhere, and any estate or interest in, and any rights connected with, any such lands and buildings, to develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, and to carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, jobmasters, carriers, licensed victuallers, and house agents.
 - (b) To construct, maintain, improve, develop, work, control, let, and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or



indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof.

- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase, take on lease hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, 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.
- (f) To acquire and 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.
- (g) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, charge, feu, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any of the property and rights of the Company.
- (h) 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.

- (i) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such person.
- (j) 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 owing 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 mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (k) 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.
- (l) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest 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.
- (m) 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.
- (n) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (o) 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 commissions to brokers and others for under writing, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.
- (p) 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

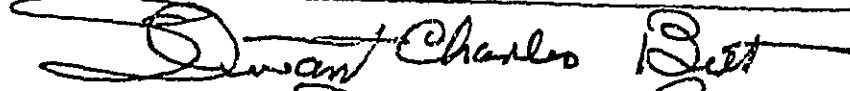
with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons including Directors who may have served the Company, or to wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (q) To promote any other company for the purpose of acquiring all or any of the property and undertaking or 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.
- (r) To sell 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, or securities of any company purchasing the same.
- (s) To distribute among members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (t) 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 ONE HUNDRED POUNDS divided into One hundred shares of One pound each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
 H. Reimington Road Dundee, Scotland	One
RANCO NATIVIA 1 CASHEROY ROAD DUNDEE BULLOCK	ONE

Dated the 20th day of October, 1970.

Witness to the above signatures:—

Wf Thomas
 to Kenneth Street, Perth
 Solicitor

THE COMPANIES ACTS, 1948 AND 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
Bett Brothers (Properties) Limited

PRELIMINARY

1. Subject as hereinafter provided the regulations in Part I. of Table A in the First Schedule to the Companies Acts, 1948 ~~and 1967~~, shall apply to the Company, and such Table is hereinafter referred to as "Table A".

EB
EM

2. The Company is a Private Company within the meaning of Section 28 of the Companies Acts, 1948 ~~and 1967~~, which is hereinafter referred to as "the Act", and accordingly:—

EB
EM

- (a) The right to transfer Shares is restricted in manner hereinafter provided.
- (b) The number of Members of the Company (exclusive of 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.



4. In Clause 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value 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.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not. An instrument of transfer of fully paid Shares need not be signed by or on behalf of the transferee and Clause 22 of Table A shall be modified accordingly.

CONVERSION OF SHARES INTO STOCK

6. Clauses 40 to 43 inclusive of Table A shall not apply.

GENERAL MEETINGS

7. In Clause 49 of Table A the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

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

9. 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.

10. 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 and such Resolution may consist of more than one document in like form.

DIRECTORS

11. The number of Directors shall not exceed seven but need not exceed one. The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association.

POWERS AND DUTIES OF DIRECTORS

12. Clause 79 of Table A shall not apply, and the following Clause shall be substituted therefor:—

"The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the

whole of any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party."

DISQUALIFICATION OF DIRECTORS

13. Clause 77 of Table A shall not apply and there shall be no shareholding qualification for Directors.

14. 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 Act;
- (c) 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

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

PROCEEDINGS OF DIRECTORS

16. Clause 106 of Table A shall not apply, and the following Clause shall be substituted therefor:—

" 106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be, and such resolution may consist of more than one document in like form."

17. A Director may be interested directly or indirectly in any contract or arrangement with the Company and (except as regards the office of Auditor) he may hold any office or place of profit under the

Company and he or any firm of which he is a partner may act in a professional capacity for the Company on such terms as to remuneration and otherwise as the Directors may determine. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Clause 84 of Table A in its application to the Company shall be extended accordingly.

INDEMNITY

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Act) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ALTERATION OF CAPITAL

19. Clauses 44 and 45 of Table A in their application to the Company shall be modified by deleting the references to ordinary resolutions and substituting references to special resolutions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Steven Charles Butt
4 Pettington Road
Dundee *Builder*

Ronald Mitchell
1 Cosslett Road
Dundee *BUILDER*

Dated the *20th* day of *October*, 1970.

Witness to the above signatures:—

W. J. Thomson
4 Kinnaird Street Perth
Solicitor

No. of Certificate

A4253/4

Form No. 25

BETA PROPERTIES (PROPERTIES)

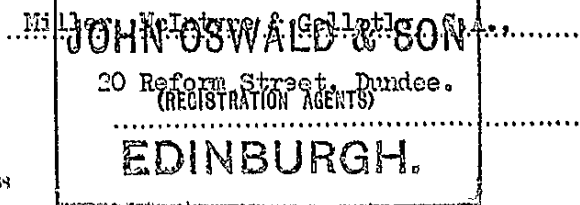
LIMITED.

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

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



Presented for registration by



No. of Company 146050/5.....

THE COMPANIES ACTS 1948 TO 1967

Notice of situation of, or any change in, registered office

Pursuant to Section 107 of the Companies Act 1948

To the Registrar of Companies

Name of Company BETT BROTHERS (PROPERTIES)..... Limited*

hereby gives you notice, in accordance with Section 107 of the Companies Act 1948

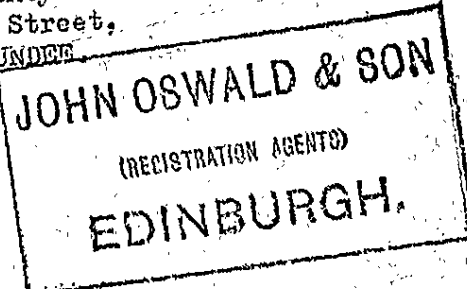
that the registered office of the company is situated at

No number..... COX STREET, DOWNFIELD, DUNDEE.....

* Delete "Limited" if not applicable

Signed James P. Bett.....State whether Director or Secretary Director.....Date 20th October, 1970.....Presented by: Miller, McIntyre & Gellatly, C.A.,
20 Reform Street,
DUNDEE

Presenter's reference:



No. of Company.....

48050/6

Form No. 9.

THE COMPANIES ACT, 1948.

A
Companies
Registration
Fee Stamp of
5s. must be
impressed
here.

Particulars of Directors and Secretaries

Name of
Company

BETT BROTHERS (PROPERTIES)

Limited.

Pursuant to Section 200 of the Companies Act, 1948.

This Notice must be signed by a Director or the Secretary of the Company.

Presented by

Miller, McIntyre & Gellatly, S.A.

JOHN OSWALD & SON

20 Reform Street,
(REGISTRATION AGENTS)

EDINBURGH.

DUNDEE.

Particulars of the Persons who are Directors* of the Company at the Date of this Return.

NAME (In the case of an individual, present Christian name ¹ or names and surname. In the case of a corporation, the corporate name.)	Any former Christian name or names and surname. ¹	Nationality.	Usual residential address (In the case of a corporation, the registered or principal office.)	Business occupation and particulars of other directorships. ²
JOHN WILLIAM BETT		BRITISH	ROY LODGE, CASTLEROY, BROUGHTY FERRY, DUNDEE.	BUILDER
ALBERT ANDREW BETT		BRITISH	ARDROY, 53 CAMPHILL ROAD, BROUGHTY FERRY, DUNDEE.	BUILDER
STEWART CHARLES BETT		BRITISH	4 PITHEMPTON ROAD, DOWNFIELD, DUNDEE	BUILDER
JAN FRANCISZEK SZNEDOWSKI		BRITISH	KALSTON ROAD, WEST FERRY, DUNDEE.	CLERK
HELEN EASSON BETT		BRITISH	DARKFALLS, CASTLEROY, BROUGHTY FERRY, DUNDEE.	DIRECTOR
JAIN CHARLES RATTRAY BETT		BRITISH	9 BALDOWAN ROAD, DOWNFIELD, DUNDEE.	DIRECTOR
GEORGE PRESCOTT		BRITISH	6 ELGIN GARDENS, DUNDEE	SURVEYOR
WILLIAM FERGUSON ROBERTSON		BRITISH	13 BANK AVENUE, DUNDEE	BUILDER
RONALD MITCHELL		BRITISH	CASTLEROY ROAD, BROUGHTY FERRY, DUNDEE.	ARCHITECT
ANDREW HILNE		BRITISH	2 MIDFIELD PLACE, DUNDEE	SURVEYOR
JOHN MURRAY CALDER		BRITISH	69 CAMPHILL ROAD, BROUGHTY FERRY CIVIL ENGINEER DUNDEE.	

Particulars of the Person who is the Secretary of the Company at the Date of this return.

NAME. (In the case of an individual, present Christian name ¹ or names and surname. In the case of a corporation or a Scottish firm, the registered corporate or firm name.) ¹	Any former Christian name or names and surname. ¹	Usual residential address. (In the case of a corporation or Scottish firm, the registered address.)
DENNIS C. ROBINS		78 DALHOUSIE ROAD, BARNHILL, DUNDEE.

* "Director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.
¹ "Christian name" includes a forename, and "surname", in the case of a peer or person usually known by a title different from his surname, means that title.
² "Former Christian name" and "former surname" do not include—
 (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
 (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
 (c) in the case of a married woman the name or surname by which she was known previous to the marriage.

† "Directorship"—The names of all bodies corporate incorporated in Great Britain of which the director is also a director of the company or of another company of which the company is the wholly-owned subsidiary or bodies corporate which are either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or provided in the form is insufficient, particulars of other directorships should be listed in a separate statement attached to this form.
 ‡ "Dates of birth" need only be given in the case of a company which is subject to section 185 of the Companies Act, 1900, is not a private company or which, being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom, or a company registered under the law relating to companies for the time being in force in Northern Ireland, in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private company.
 § Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

Signature *D. C. Robins*
 (State whether Director or Secretary)

Date 20th October 1970