

CERTIFICATE OF INCORPORATION

No. 62378

I hereby certify that

PIPER PUBLISHING (SCOTLAND) LIMITED

is this day incorporated under the Companies Acts 1948 to ¹⁹⁷⁶~~1967~~ and that the
Company is Limited.

Given under my hand at Edinburgh the 10th day 1977

D.F.D. Robertson

Registrar of Companies

G. 177

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

Company number

6238

Name of Company

Firth Buildings (SCOTLAND) Limited*

Limited*

James Stewart

of 54 Queen Street, Edinburgh

* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am† a Solicitor engaged in the formation of

of Firth Buildings

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 11th day of May

One thousand nine hundred and Seventy seven

before me

A Commissioner for Oaths†

Presentor's name, address and reference (if any)

† or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

For official use
General section

Post room

CS. 1111
11.11.77
(11.11.77 AGENTS)

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

(SCOTLAND)
FIRTH BUILDINGS LIMITED

CKE

Oswalds of Edinburgh Limited

Registration Agents

24 Castle Street, Edinburgh EH2 3HT

OSWALDS OF EDINBURGH
LIMITED
(REGISTRATION AGENTS)

62-37A
2
THE COMPANIES ACTS, 1948 to 1976

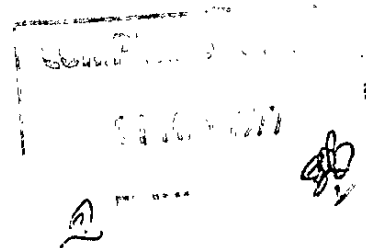
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF FIRTH BUILDINGS LIMITED



- (Scotland)
1. The name of the Company is:- "FIRTH BUILDINGS LIMITED"
 2. The Registered Office of the Company will be situate in Scotland.
 3. The objects for which the Company is established are:-
 - (1) To carry on in Scotland and elsewhere the businesses of

designers, erectors, and manufacturers of and dealer s.,
in prefabricated buildings and all parts and components
required in connection therewith, timber merchants,
carpenters, joiners and dealers in building and other
woodwork and joinery; providers of architectural,
drafting building design, supervisory and planning
services, the designing, selling and erection, and all
related services in the erection, conversion, or
finishing of structures of all kinds, and in the
provision of services related thereto; building and
building contractors; contractors for the construction,
repair, dismantling and demolition or building of
structures of all kinds, public works contractors,
sanitary, gas, electrical and general engineers, and
engineering contractors for the construction and repair
or roads, pavements, paths, courts and open spaces, and
drains and sewers, excavating, draining, dredging,
digging, levelling, building and demolition.



- (2) To carry on any other similar businesses which may be conveniently carried on in connection with any of the Company's objects or may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties, assets, rights or interests.
- (3) To acquire by purchase or otherwise, and undertake for cash or shares or otherwise and carry on all or any part of the business or property of any company, firm or person carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person.
- (4) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways, bridges and other works and plant of every kind or description necessary or convenient for said business.
- (5) To acquire by purchase, licence or otherwise to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks, protection or the like, of any kind or description, likely to benefit the Company in its business, and to disclaim, alter or modify the same.
- (6) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition or mutual assistance with any company, firm or person whose objects are within the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares, debentures or securities that may be agreed upon.
- (7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (8) /

- (8) To borrow or raise and secure the payment of money in any way, and in particular by standard security, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital and to purchase, redeem or pay off any such securities.
- (9) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (10) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (11) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to any parent, subsidiary or associated company or to customers and others having dealings with the Company, and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person or by any parent, subsidiary or associated company in such manner as the Company may think fit and to execute guarantees and to assign, dispose, convey or charge the whole or any part of the Company's property or undertaking, present or future, including uncalled capital.
- (12) To provide for the welfare of Directors and ex-Directors and of persons in the employment or formerly in the employment of the Company or of its predecessors in business or of any associated company or firm or predecessor in business thereof and the widows children and others related to or dependent upon such Directors ex-Directors or persons by granting money or pensions or otherwise and to pay and make arrangements for pensions, benefits, or insurance schemes for them and to give or make any donations, subscriptions or other payments to any person or persons or public, trade and charitable, educational or other institutions or objects.

- (13) To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to benefit this Company, or to enhance the value of the business or any property of 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.
- (14) To sell or otherwise dispose of the business, property, rights and assets of the Company, or any branch or part thereof, for such consideration, payable in cash or in the shares, stock, debentures or securities of any other company, as may be deemed proper; and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.
- (15) To distribute any of the property of the Company among the members in specie but so that no distribution amounting to a reduction of capital shall be made without such sanction as may be required by law.
- (16) To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. ✓

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

Names, Addresses and Descriptions
of Subscribers.

Number of Shares
taken by each
Subscriber.

Stephen Mabbott
STEPHEN MABBOTT
24 Castle Street
Edinburgh.

1

Company Registration Agent.

Andrew Cockburn
ANDREW COCKBURN
24 Castle Street
Edinburgh.

1

Company Registration Agent.

Dated the 11th day of May 1977

Name, address and description of witness to the above
Signatures:-

Janis Gibson
JANIS GIBSON
24 Castle Street
Edinburgh.

SHORTHAND TYPIST.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

FIRTH BUILDINGS LIMITED

1. The regulations contained in Part II of Table A appended to the Companies Act, 1948 and the regulations of Part I of the said Table A applied in the said Part II shall be the regulations of the Company except in so far as they are excluded herefrom or varied hereby or are inconsistent herewith.
2. The regulations 24, 53, 79, 84 (2) and 89 of the said Part I and regulation 6 of the said Part II shall not apply to the Company and the following regulations shall be modified:-

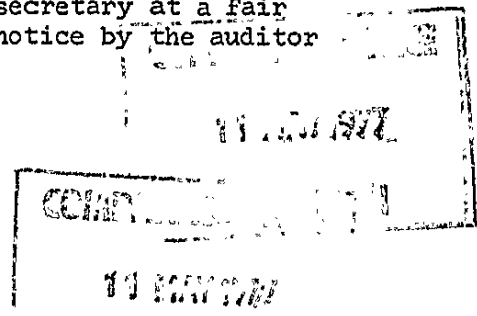
Regulation 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

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. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed as at the date of the notice by the auditor of /



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

4. The directors shall be reimbursed by the Company for all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.
5. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.
6. 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.
7. 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.

Stephen Marbot

STEPHEN MARBOTT
24 Castle Street
Edinburgh.

Company Registration Agent.

Andrew Cockburn

ANDREW COCKBURN
24 Castle Street
Edinburgh.

Company Registration Agent.

Dated the 11th day of May 1977

Name, address and description of witness to the above
Signatures:-

JANIS GIBSON *Janis Gibson*
24 Castle Street
Edinburgh

Shorthand Typist.

No. of Company

Form FOC 1
(Capital duty payable, but
no registration fee)

STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH
LIMITED LIABILITY UNDER THE COMPANIES ACT 1948

Pursuant to Part V, Finance Act 1973

Name of Company Firth Buildings (Scotland) Limited

A. Nominal capital (i)

£100

B. Nominal value of each share

£1

C. Number and description of shares
taken on incorporation (i)

2

D. Total amount payable on each (ii)
(including premium if any)

£1

E. Amount paid or due and payable on each (ii)

£1

F. Total amount paid or due and payable in respect of C

£ Nil

G. Capital duty payable on F at £1 per £100 or part of £100

£ Nil

I hereby certify that the above particulars are correct in all respects.

Signed.....

Description Solicitor engaged in the formation

Date..... 11/5/77

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note:- This form must be delivered to the Registrar of Companies when applying for
incorporation of the company.

Presented by:

Presenter's reference:

For official use only:



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

62378

Name of Company

FIRTH BUILDINGS (SCOTLAND)

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

125 AUCHTERDERRAN ROAD,
LOCHGELLY, FIFE.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
RONALD CRICHTON JOHNSTON	CIVIL ENGINEER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
1 BRAIDMOUNT CREST EDINBURGH	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature	Date
Ronald Crichton Johnston	11/5/77

Name (note 2)	Business occupation
HELEN JOHNSTON	HOUSEWIFE
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
1 BRAIDMOUNT CREST EDINBURGH	
Particulars of other directorships (note 5)	
X NONE	
I hereby consent to act as director of the company named on page 1	
Signature	Date
Helen Johnston	11/5/77

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	HELEN JOHNSTON
Former name(s) (note 3)	
Address (notes 4 & 7)	1 BRAIDMOUNT CREST, EDINBURGH.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Helen Johnston</i>
Date	11/5/77

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature *Stephen Maclellan* [Subscriber] [Agent]† Date 11/5/77

Signature *Andrew Lockburn* [Subscriber] [Agent]† Date 11/5/77