

Memorandum and Articles of Association of

CRACER LIMITED

(Incorporated the 11th day of October, 1977)

Oswalds of Edinburgh Ltd

Registration Agents

24 Castle Street, Edinburgh EH2 3HT

Telephone 031 225 7308/9 Telex 72428



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

63253

I hereby certify that

BARRATT SCOTLAND LIMITED

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

BARRATT SCOTTISH HOLDINGS LIMITED

Signed at Edinburgh

16 March 1987

A large, stylized handwritten signature in black ink, likely belonging to the Registrar of Companies, written over the printed name.

Registrar of Companies

CERTIFICATE OF INCORPORATION
OF THE COMPANIES ACT 1967

63253

I hereby certify that

BARRATT DEVELOPMENTS (SCOTLAND) LIMITED

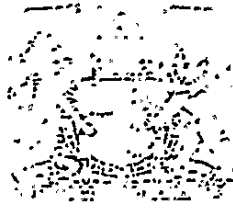
having by special resolution and with the approval of the Secretary of State
changed its name, is now incorporated under the name of

BARRATT SCOTLAND LIMITED

Given under my hand at Edinburgh the 21 October 1981

DBD. Runtz

Registrar of Companies



CERTIFICATE OF INCORPORATION
OFFICE OF THE REGISTRAR OF COMPANIES

63253

I hereby certify that

DRAOFEX LIMITED

having by special resolution and with the approval of the Department of Trade
~~not been~~ changed its name, is now incorporated under the name of

BARRATT DEVELOPMENTS (SCOTLAND) LIMITED

Given under my hand at Edinburgh the 5 January 1978

DED. Ralston

Registrar of Companies
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CERTIFICATE OF INCORPORATION

No. 63253

I hereby certify that

DRAOFEX LIMITED

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

Given under my hand at Edinburgh the 11th October, 1977.

D.E.D. Robertson

Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DRAOFEX LIMITED

As amended by Special Resolution passed 1st November, 1977.

1. The name of the Company is "DRAOFEX 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 carry on the business of an investment holding company and to purchase for investment land and houses and other property of any tenure and any interest therein and to create freehold and leasehold ground rents and to let and grant leases and licenses, to make arrangements with lessees and tenants and to acquire and grant servitudes, wayleaves, easements and other rights and privileges and generally to feu, lease, excamb and exchange land, house and other property and to acquire by purchase, feu, lease, excamb or otherwise lands and buildings of any tenure or description whether situate in Scotland or elsewhere and any estate or interest or any servitudes, wayleaves, easements, rights and privileges and concessions connected with such lands or buildings.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 the 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation 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 underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

[*] (X) as an object separate and independent from all other objects of the Company, to give financial support, with or without receiving any consideration for so doing, to any holding company (within the meaning assigned to that expression by the Companies Act 1985, as amended) of the Company and any subsidiary (within the meaning so assigned to that expression) of any such holding company, by the execution of guarantees of the payment or other discharge of the indebtedness and liabilities of such holding company and subsidiaries to bankers and others and/or by the creation or grant of mortgages, charges (whether fixed or floating) and other security interests of any kind whatsoever over the Company's undertaking, property and assets or any part thereof in favour of or to such bankers and others (or in favour of or to any agent and/or trustee for them) by way of security for all or any of the said indebtedness and liabilities, by way of security for the Company's obligations under any such guarantee and by way of security for the indebtedness and liabilities of the Company on its own account to such bankers and others.

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The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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.

4. The liability of the Members is limited.

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

[*] The objects of the Company were altered by the insertion of Clause (X) in the Memorandum of Association pursuant to a written resolution of the Company dated 29th April, 1991.

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
<p>Stephen Mabbott, 24 Castle Street, Edinburgh. Company Registration Agent.</p>	One
<p>Andrew Cockburn, 24 Castle Street, Edinburgh. Company Registration Agent.</p>	One

Dated this 29th day of September, 1977.

Witness to the above signatures:-

Janis Gibson,
24 Castle Street,
Edinburgh.
Shorthand Typist.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DRAOFEX LIMITED

1. The Regulations contained in or incorporated in Part II of Table A in the first schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Part I of Table A shall not apply to the Company.

[*][3] The directors shall, promptly following the adoption of this article and notwithstanding any restriction or limit on their powers imposed by or incorporated by reference in these articles, cause the Company to execute (and shall take such steps as may be in the power of the Company to cause any subsidiary of the Company which is expressed to be a party thereto to execute) as a deed and in such form as may be agreed by Lloyds Bank Plc a

Composite Guarantee and Debenture by Barratt Developments PLC, the Company's holding company or ultimate holding company, the Company and other subsidiaries of the said Barratt Developments PLC in favour of the said Lloyds Bank Plc and other banks and financial institutions or other creditors (including contingent creditors), whereby, inter alia, the Company will guarantee indebtedness and liabilities of the said Barratt Developments PLC and such other subsidiaries to such banks, institutions or creditors and create security over its undertaking, property and assets. For the purposes of transacting any business relative to such Composite Guarantee and Debenture, any deed or instrument to be executed pursuant thereto or any act or thing to be done by the Company in relation thereto: (i) the quorum at any meeting of the directors shall be two; and (ii) (regardless of any interest or duty which any director may have) there shall be no restriction on the voting at such a meeting of any director or on the counting of any director in the quorum thereat.

[*] This article was adopted as an additional Article of Association of the Company pursuant to a written resolution of the Company dated 29th April, 1991.

Names, addresses and descriptions of Subscribers

Stephen Mabbott,
24 Castle Street,
Edinburgh.
Company Registration Agent.

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C
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A
S

Andrew Cockburn,
24 Castle Street,
Edinburgh.
Company Registration Agent.

Dated this 29th day of September, 1977.

Witness to the above signatures:- Janis Gibson,
24 Castle Street,
Edinburgh.
Shorthand Typist.