



Company Number: 199841

The Companies Acts 1908 to 1917
And
The Companies Acts 1948 to 1976
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

JORDANS LIMITED
21 ST. THOMAS STREET
BRISTOL BS1 6JS
REF:

MEMORANDUM AND ARTICLES OF ASSOCIATION

JOHNSTON SWEEPERS LIMITED

Incorporated on 11 August 1924



Jordans Limited
Company Formation and Information Specialists
Legal Stationers and Publishers
Head Office Telephone 0117 923 0600 Fax 0117 923 0063

THE COMPANIES ACTS 1908 to 1917

and

THE COMPANIES ACTS 1948 to 1976



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CERTIFICATION

WE HEREBY CERTIFY that this print
includes all alterations made to
the Company's Memorandum of
Association by way of filed resolution
in compliance with the requirements of
Section 18 of the Companies Act 1905

JOHNSTON SWEEPERS LIMITED

(As amended by Special Resolution passed 5th September, 1949, and 18th March, 1968)

1. *The Name of the Company is "JOHNSTON SWEEPERS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of all forms of machinery, plant, and apparatus, tool-makers, brass founders, metal workers, boiler-makers, machinists, smiths, woodworkers, builders, painters, electrical engineers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, plant, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights for the time being.

(B) To carry on any business relating to the production and working of metals, and the production, manufacture, and preparation of any other materials which may usefully or conveniently be combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

* The name of the Company was changed on the 6th April 2003, from "JOHNSTON ENGINEERING LIMITED" and on the 1st day of January 1984, from "JOHNSTON BROTHERS (ENGINEERING) LIMITED" and previously on the 21st day of June 1957 from "ROAD PLANT CONSTRUCTION COMPANY LIMITED".

(C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(D) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, 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.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, 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.

(F) To apply for, 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.

(G) 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,

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

(I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(J) Either with or without the Company receiving any consideration or advantage, direct or indirect, to lend and advance money or give credit to such persons and on such terms as may seem expedient and to guarantee either by

personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and the uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or any other subsidiary as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.

(K) 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.

(L) 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.

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence 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.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, 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.

(O) 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.

(P) 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.

(Q) 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.

(R) 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 underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) 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, including Directors or Ex-Directors who hold or have held Salaried Office 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.

(T) 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.

(U) 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, debenture stock, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and 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.

(W) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

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. The Company has power from time to time to increase its Capital, and to issue any Shares in the original or increased Capital, as Ordinary Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preference, rights, privileges or conditions, or to subject the same to any restrictions or limitations that may be determined before the issue of the Shares affected thereby.

By an Extraordinary Resolution passed 21st March, 1951, the share capital was increased from £2,000 to £8,000.

By a Special Resolution passed 20th October, 1975, the share capital was increased from £8,000 to £100,000.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

JOHNSTON SWEEPERS LIMITED

(Adopted by a Special Resolution passed on 28 November 1989)

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to this
Company's Articles of Association by way
of resolutions and complies with the
requirements of Section 18 of the
Companies Act 1985

PRELIMINARY

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
5. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

DIRECTORS

7. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

8. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either:-

(1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or

(2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.

9. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

10. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefit.