

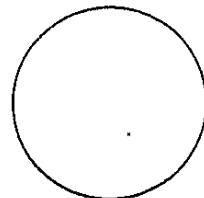
7891



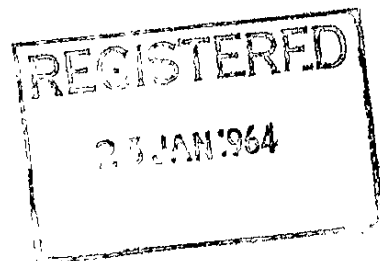
Form No. 4.

Certificate No.....

THE COMPANIES ACT, 1948.



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



DECLARATION of Compliance with the requirements of the
Companies Act, 1948, when applying for Registration of a Company.

Insert the
Name of the
Company.

SHIREWING CONSTRUCTION
LIMITED.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.
6-9, SURREY STREET,
STRAND, LONDON, W.C.2.

TELEPHONE. TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NONCOMPLAN, ESTRAORD LONDON."

LEWIS, COATES & LUCAS, LTD.

J, STANLEY HERBERT LUCAS

of 6, SURREY STREET, STRAND, LONDON, W.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
"engaged in the
"formation."
or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

Do solemnly and sincerely declare that I am (a)..... a person
named in the Articles of Association as Secretary

of SHIREWING CONSTRUCTION

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 Declaration Act, 1835."

Declared at 6 Surrey Street,
Strand, London, W.C.2
the 16th day of January, 1964.

Lucas

Before me,

Stanley Herbert Lucas
Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding.

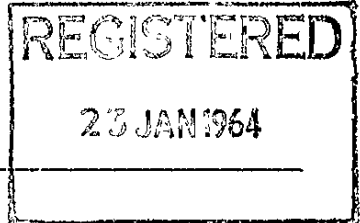
Certificate No.



COMPANY LIMITED BY SHARES.

STATEMENT OF THE NOMINAL CAPITAL

OF



SHIREWING CONSTRUCTION

LIMITED.

NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.
6-9, SURREY STREET,
STRAND, LONDON, W.C.2.

TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS : "NUNCOMPLAN, ESTRAND, LONDON."

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.



THE NOMINAL CAPITAL

OF

SHIREWING CONSTRUCTION

Limited,

is £ 100, divided into 100

Shares of One Pound each

Signature⁽¹⁾

M. J. C.

Secretary.

Officer.

Dated the 16th day of January, 1964.

⁽¹⁾ This Statement should be signed by a Director, Secretary or other authorised officer of the Company



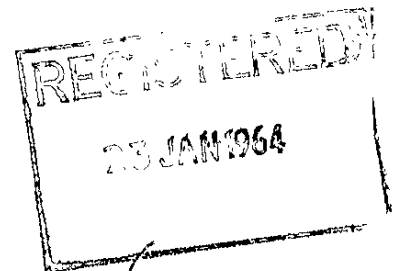
THE COMPANIES ACT, 1948.

789114

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF



SHIREWING CONSTRUCTION LIMITED

1. The name of the Company is "SHIREWING CONSTRUCTION LIMITED".

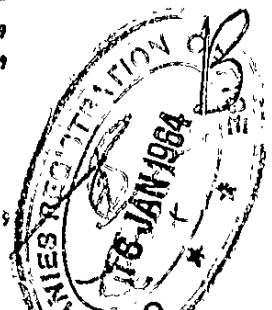
2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(a) (1) To carry on the trades or businesses of builders, bricklayers, stonemasons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paper-hangers, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning-conductor erectors and maintainers, garage proprietors, carriers, cartage contractors, corn dealers and provision dealers in all their respective branches.

(2) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds.

(3) To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical fittings and apparatus.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangement for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage grant licences or rights of, in or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

6/

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.
<i>Stanley H. Lucas</i> STANLEY H. LUCAS, 6 Surrey Street, Strand, London, W.C.2. Law Stationer.	<i>one</i> ONE
<i>Francis A. Dean</i> FRANCIS A. DEAN, 6 Surrey Street, Strand, London, W.C.2. Traveller.	<i>one</i> ONE

DATED the 16th day of January 1964

WITNESS to the above Signatures :-

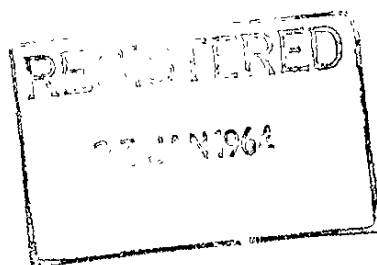
G. Higgins
G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.
Secretary.



789114 / 4 /

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Articles of Association

OF

SHIREWING CONSTRUCTION LIMITED ✓

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

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

(A) The right to transfer Shares is restricted in manner hereinafter provided.

(B) The number of the 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, 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.

LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

5. 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.

TRANSFER AND TRANSMISSION OF SHARES.

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. 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, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK.

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

GENERAL MEETINGS.

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

PROCEEDINGS AT GENERAL MEETINGS.

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

11. 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.

12. 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.

DIRECTORS.

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. 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 or 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.

DISQUALIFICATIONS OF DIRECTORS.

15. 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) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) 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.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

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

PROCEEDINGS OF DIRECTORS.

17. 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.

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 Companies Act, 1948) 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.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

SECRETARY.

20. The first Secretary of the Company shall be STANLEY HERBERT LUCAS.

Names, Addresses and Descriptions of Subscribers.

Stanley H. Lucas
STANLEY H. LUCAS,
6 Surrey Street,
Strand,
London, W.C.2.

Law Stationer.

Francis A. Dean
FRANCIS A. DEAN,
6 Surrey Street,
Strand,
London, W.C.2.

Traveller.

DATED the 16th day of January 1964

WITNESS to the above Signatures :-

G. Higgins
G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.

Secretary.

DUPLICATE FOR THE FILE.

No. 789114



Certificate of Incorporation

I Hereby Certify that

SHIREWING CONSTRUCTION LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-THIRD DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield.

Assistant Registrar of Companies.

LEWIS, CLARKE & LUCAS, LTD.

Certificate
received by }

6, Abchurch Lane, London, E.C. 4.

1002

Date

23 JAN 1964

Number of Company - 789,114

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

COMPANIES
REGISTRATION

SPECIAL RESOLUTION

of

SHIREWING CONSTRUCTION LIMITED

Passed the 18th February, 1964

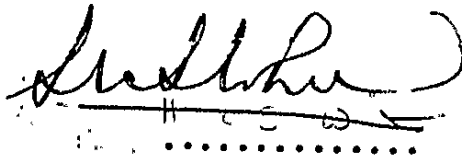
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Registered Offices of the Company on the 18th day of February 1964, the following SPECIAL RESOLUTION was duly passed:-

THAT the name of the Company be changed from Shirewing Construction Limited to CRISPIN & BORST LIMITED.

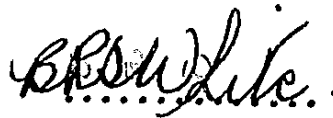
CHAIRMAN.

19 FEB 1964
OFFICE

We certify that, to the best of our knowledge and belief the conditions mentioned in subsection (2) of section one hundred and twenty nine of the Companies Act 1948, are satisfied at the date of this return and have been satisfied at all times since 23rd January, 1964.


.....

DIRECTOR


.....

SECRETARY

A circular stamp with the text 'COMP. RES. 11' around the perimeter. The center of the stamp contains the number '11'.

B

BOARD OF TRADE

SHIREWING CONSTRUCTION LIMITED

to

REGISTERED
25 FEB 1964

half of the Board of Trade

Signed on behalf of the Board of Trade

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L. G. Wickes

Authorised in that behalf by the
President of the Board of Trade

DUPLICATE FOR THE FILE.

No. 789114



Certificate of Incorporation on Change of Name

Whereas

SHIREWING CONSTRUCTION LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **TWENTY-THIRD DAY OF JANUARY, 1964**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

CRISPIN & BORST LIMITED

Given under my hand at London, this **TWENTY-FIFTH DAY OF FEBRUARY**
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

Certificate received by

Post

Date

25. 2. 64.

L.S. Whitfield.
Assistant Registrar of Companies.

of Company....789114.

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

of

CRISPIN & BORST LIMITED.

Passed the 21st day of January 1970.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named
Company, duly convened and held at the Registered Office of the Company
on the 21st day of January 1970 the following SPECIAL RESOLUTION was duly
passed:-

THAT the capital of the Company be
increased to £2,000. by the creation
of 1,900 Ordinary Shares of £1. each
to rank pari passu with the existing
Ordinary Shares.

.....
CHAIRMAN.

WEST/
009413

No. of Certificate 789114 / 22

Form No. 10.

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

CRISPIN & BORST

LIMITED.

Notice of Increase in the Nominal Capital

made pursuant to s. 63 of the Companies Act, 1948.

This Notice must be filed together with the Statement of Increase (Form No. 26) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

presented for registration by H. & E. Johnson,

2, Hatton Garden, E. C. 1.

PHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8. Bell Yard, Temple Bar, London, W.C. 2

Notice of Increase in the Nominal Capital

OF

CRISPIN & BORBT

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the 21st day of January 19 70, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,900, beyond the Registered Capital of £ 100.

The additional Capital is divided as follows :—

Number of Shares	Class of Share (b).	Nominal Amount of each Share.
1,900	ORDINARY	£1.

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows :—

To rank *pari passu* with the existing Ordinary Shares.

Signature.....

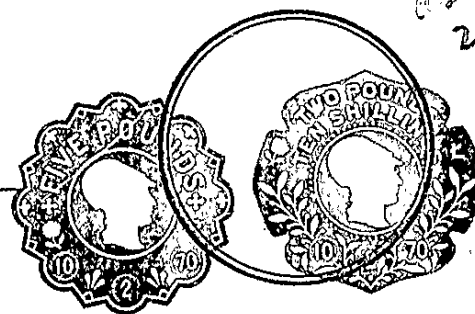
Director

Description.....

State whether Director or Manager or Secretary of the Company.

Dated the 22nd day
of January 19 70.

NOTE.—This margin is reserved for binding, and must not be written across.



Crispin & Borst



Statement of Increase of the Nominal Capital

is made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above is Ten Shillings for every £100 or fraction of £100 of the Increase).

This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Printed for registration by H. & E. Johnson,

92, Hatton Garden, E.C. 1.

THE NOMINAL CAPITAL

OF

CRISPIN & BORST

LIMITED,

has by a Resolution of the Company dated 21st January 1970 been increased

by the addition thereto of the sum of £ 1,900 divided into

Ordinary shares of £ 1. each beyond the Registered

Capital of £100.

To be signed by
an officer
of the Company

Signature

Director.

Description

Dated the 22nd day of January 1970.



Company.....789114.

24

THE COMPANIES ACT 1948.

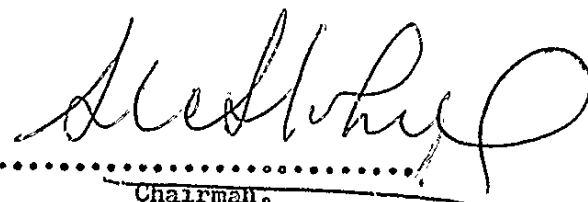
COMPANY LIMITED BY SHARES.

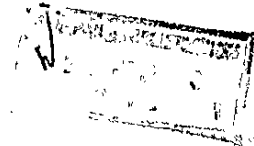
Special Resolution
of
CRISPIN & BORST LIMITED.

Passed this 6th day of April 1970.

EXTRAORDINARY GENERAL MEETING of the Members of the above-named
Company, duly convened and held at the Registered Office of the Company
on the 6th day of April 1970, the following SPECIAL RESOLUTION was duly
passed.....

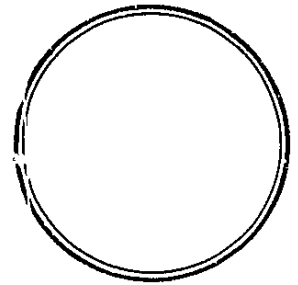
THAT the Capital of the Company be
increased to £5,000. by the creation
of 3,000 Ordinary Shares of £1. each
to rank pari passu with the existing
Ordinary Shares.


.....
Chairman.



112415 0-0
Certificate 289114. 25

Form No. 26.



CRISPIN & BORST

LIMITED.

Statement of Increase of the Nominal Capital

Made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above Ten Shillings for every £100 or fraction of £100 of the Increase).

This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Presented for registration by

H. & E. Johnson,

92 Hatton Garden,

London, E.C.1.

Telephone : Holborn 3855 (3 lines).

Telegrams : "Duntertype, Estrand, London."

C. H. A. W. & R. A. K. F. LIMITED,

THE NOMINAL CAPITAL

OF

CRISPIN & BORST

LIMITED,

has by a Resolution of the Company dated 6th April 1970 been increased

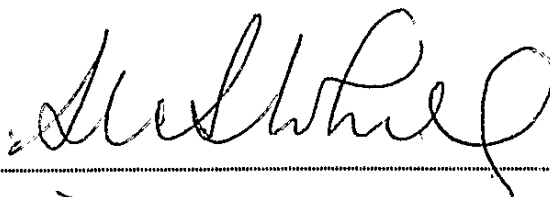
by the addition thereto of the sum of £ 3,000 divided into

Ordinary shares of £ 1. each beyond the Registered

Capital of £ 2,000.

To be signed by
an officer
of the Company

Signature



Director.

Description

Dated the 6th day of April 1970.

No of Certificate 789114.



Form No. 10.

COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

B

CRISPIN & BORST

LIMITED

Notice of Increase in the Nominal Capital

made pursuant to s. 63 of the Companies Act, 1948.

This Notice must be filed together with the Statement of Increase (Form No. 26) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

Presented for registration by

H. & E. Johnson,

92 Hatton Garden, E.C.1.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNBERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2

Notice of Increase in the Nominal Capital

OF

CRISPIN & BORST

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Special Resolution of the Company dated the 6th day of April 1970, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £3,000, beyond the Registered Capital of £2,000.

The additional Capital is divided as follows :—

Number of Shares	Class of Share (b).	Nominal Amount of each Share.
3,000	Ordinary	£1.

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows :—

to rank pari passu with the existing Ordinary Shares.

Signature

Description Director.

State whether Director or Manager or Secretary of the Company.

Dated the 6th day
of April 1970.

NOTE.—This margin is reserved for binding, and must not be written across.

Reg. of Company.....789114. /27

THE COMPANIES ACT 1948


COMPANY LIMITED BY SHARES.

Special Resolution
of
CRISPIN & BORST LIMITED.

Passed this 30th day of September 1970.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-
named Company, duly convened and held at the Registered Office
of the Company on the 30th day of September 1970, the following
SPECIAL RESOLUTION was duly passed.....

THAT the Capital of the Company be increased to
£10,000 by the creation of 5,000 Ordinary Shares
of £1. each to rank pari passu with the existing
Ordinary shares.



.....
Chairman.

M. WEST BK 010634.

✓ 15.10.70

No of Certificate

789114

/28

Form No. 10.

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

CRISPIN & BORST

LIMITED.

Notice of Increase in the Nominal Capital

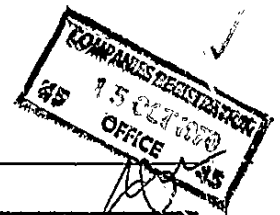
made pursuant to s. 63 of the Companies Act, 1948.

This Notice must be filed together with the Statement of Increase (Form No. 26) and a printed copy of the Resolution authorising the increase of Capital within 15 days after passing the Resolution.

Presented for registration by H. & E. Johnson,

92 Hatton Garden,

London, E.C.1.



PHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNBERTYNE, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

2 Bell Yard Temple Bar London W.C. 2

Notice of Increase in the Nominal Capital

OF

CRISPIN & BORST

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a).....Special.....Resolution of the Company dated the 30th day of September 1970, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £5,000, beyond the Registered Capital of £5,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share (b).	Nominal Amount of each Share.
5,000	Ordinary Shares	£1.

(c) The conditions (e.g. voting rights, dividends, winding up, etc.) subject to which the new Shares have been or are to be issued are as follows :—

The new shares shall rank pari passu in every respect with the Shares in the original Share Capital of the Company.

Signature.....

Director.

Description.....

State whether Director or Manager or Secretary of the Company.

Dated the 30th day

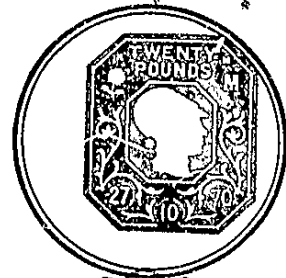
of September 1970.

NOTE.—This margin is reserved for binding, and must not be written across.

No. of Certificate 789114/29

CCD 725/1

Form No. 26



CRISPIN & BORST

LIMITED.

Statement of Increase of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, s. 5 of the Revenue Act, 1903, and the Finance Act, 1933. (Note.—The Stamp Duty to be impressed above is Ten Shillings for every £100 or fraction of £100 of the Increase).

This Statement must be filed together with the Notice of Increase (Form No. 10) and a printed copy of the Resolution authorising the increase of Capital within 15 days after the passing of the Resolution.

Presented for registration by H. & E. Johnson,

92 Hatton Garden,

London, E.C.1.



Telephone : Holborn 3855 (3 lines).

Telegrams : "Duntertyme, Estrand, London."

SHAW & BLAKE LIMITED,

THE NOMINAL CAPITAL

OF

CRISPIN & BORST

LIMITED,

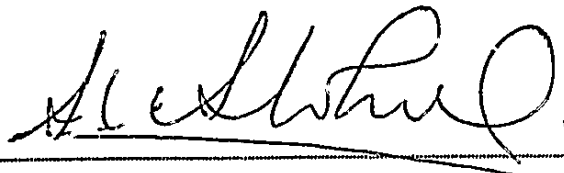
has by a Resolution of the Company dated 30th September 1970 been increased

by the addition thereto of the sum of £ 5,000 divided into

5,000 shares of £ 1. each beyond the Registered

Capital of £ 5,000.

Signature



To be signed by
an officer
of the Company

Description Director.

Dated the 30th day of September 19 70.

No. of Company.....789114. / 35

THE COMPANIES ACT, 1948.

_____oOo_____

COMPANY LIMITED BY SHARES.

_____oOo_____

Special Resolution

of

CRISPIN & BORST LIMITED.

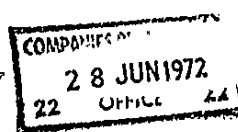
_____oOo_____

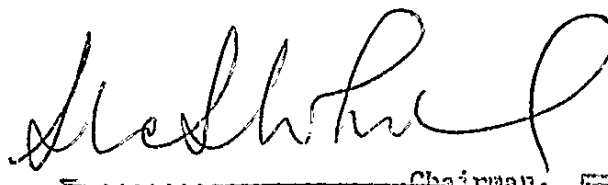
Passed this 15th day of JUNE 1972.

_____oOo_____

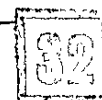
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company on the 15th day of June 1972, the following SPECIAL RESOLUTION was duly passed.....

THAT the Authorised Capital of the Company be increased to £50,000. by the creation of 30,000 Ordinary Shares and 10,000 "A" Ordinary Shares and that the Ordinary Shares will rank pari passu with the existing Ordinary Shares and further that the "A" Ordinary Shares will rank pari passu with the existing Ordinary Shares, except that they shall not be entitled to any voting rights whatever.





Chairman.



CR / 10 00

Number of Company 789114.

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to Section 63

CRISTIN & BORST

Insert the Name
of the Company

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

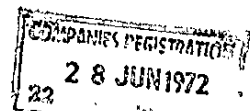
Presented by

H. & E. Johnson

Document Filer's Reference ADJ/GJ.

22 Hatton Garden.

London, E.C.1.



To THE REGISTRAR OF COMPANIES,

CRISPIN A. ROBERT

*"Ordinary".
"Extra-
ordinary", or
"Special".

..... Limited, hereby, gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 15th day of June 1967
the Nominal Capital of the Company has been increased by the addition thereto of the
sum of £ 40,000. beyond the Registered Capital
of £ 10,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
30,000	Ordinary	£1.
10,000	"A" Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

THAT the 30,000 Ordinary Shares shall rank pari passu with the
existing Ordinary Shares - and -

THAT the 10,000 "A" Ordinary Shares shall rank pari passu with
the existing Ordinary Shares except that they shall not be
entitled to any voting rights whatever.

* * If any of the new shares are Preference Shares state whether they are redeemable or not

Signature

State whether Director {

or Secretary {

Note.—This margin is reserved for binding and must not be written across

No. of Company.....789114.....

Form No. 26a

THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

CRISPIN & BORST

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63(1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

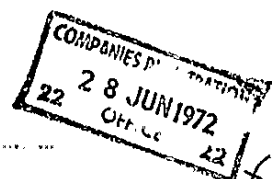
Presented by

H. & E. Johnson

Document Filer's Reference.....ADJ/GJ.....

62 Hatton Garden,

London, E.C.1.



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2886

THE NOMINAL CAPITAL

OF

CRISPIN & HORSE

LIMITED

has by a Resolution of the Company dated 15th June 1972.

been increased by the addition thereto of the sum of £ 40,000

divided into:—

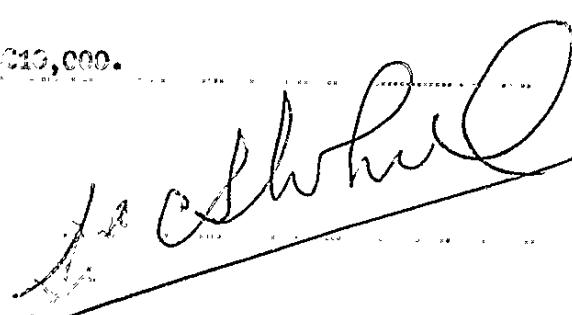
30,000 Ordinary Shares of £1. each

10,000 "A" Ordinary Shares of £1. each

beyond the registered Capital of £10,000.

Signature

(State whether Director or Secretary)



Dated the 15th day of June 1972.

Reserve for binding

No. of Company. 789114. / 58

THE COMPANIES ACT, 1948.

_____o0o_____

COMPANY LIMITED BY SHARES.

_____o0o_____

SPECIAL RESOLUTION

of

CRISPIN & BORST LIMITED.

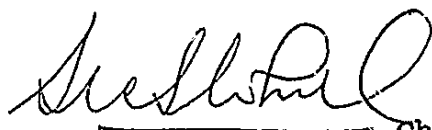
_____o0o_____

Dated this 26th day of February 1982.

_____o0o_____

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Registered Office of the Company on the 26th February 1982 the following SPECIAL RESOLUTION was duly passed.....

THAT IT IS DESIRABLE to capitalise the sum of £6,000. (Six thousand pounds) now standing to the credit of the Profit and Loss Account and accordingly that the said sum of £6,000. (Six thousand pounds) be capitalised and that the Directors be and are hereby authorised and directed to appropriate the said sum to the Members whose names appear in the Register of Members as the holders of the Ordinary Shares in the capital of the company at the close of business on the 26th February 1982 in the proportions in which said sum would have been divisible amongst them had the same been applied in paying dividends on such Ordinary Shares and to apply the said sum on behalf of such Members in paying up in full at par £6,000. (Six thousand pounds) unissued Ordinary Shares of £1. each in the Capital of the company and that such shares be accordingly allotted and distributed credited as fully paid up to the Members in the proportion aforesaid. Such shares should rank in all respects pari passu with the present issued share capital of the Company.


.....Chairman.

75

REGISTRATION

No. of Company: 789114.

THE COMPANIES ACT, 1948.

_____oOo_____

COMPANY LIMITED BY SHARES.

_____oOo_____

SPECIAL RESOLUTION

of

CRISPIN & BORST LIMITED.

_____oOo_____

Dated this 23rd day of December 1982.

_____oOo_____

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the Registered Office of the Company on the 23rd December 1982 the following SPECIAL RESOLUTION was duly passed.....

IT WAS RESOLVED that the 10,000 Un-issued "A" Ordinary Non-Voting Shares of £1. each be converted into Ordinary Shares of £1. each to rank pari passu with the existing Ordinary Shares - and -

IT WAS FURTHER RESOLVED that the Capital of the Company be increased from 50,000 to 250,000 Ordinary Shares. That these Shares rank pari passu with the existing Ordinary Shares.

75

[Signature]

.....Chairman.



No. of Company.....789114.

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company.....CRISPIN & BORST.....Limited*

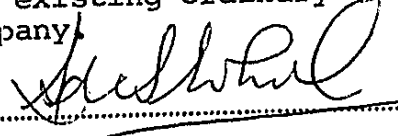
hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the
23rd December 1982, the nominal capital of the company has been increased by the
addition thereto of a sum of £.200,000.....beyond the registered capital of £.....50,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
200,000	Ordinary	£1.

The conditions (eg voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been
or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

to rank pari passu with the existing Ordinary Shares
in the Company.

Signed.....

State whether
Director or Secretary.....Director.

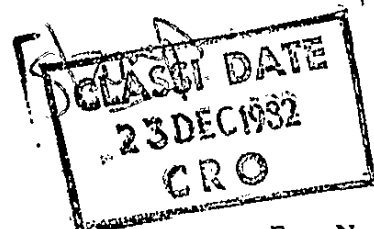
Date.....23rd December 1982.....

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by:
7 Charterhouse Bldgs.,
Goswell Road,
London, EC1M.7AN.

Presenter's reference: ADJ/GF.



Form No.10

Margin reserved for binding

No. of Company:.....789114.

164.
3/2
THE COMPANIES ACT, 1948.

_____o0o_____

COMPANY LIMITED BY SHARES.

_____o0o_____

SPECIAL RESOLUTION

of

CRISPIN & BORST LIMITED.

_____o0o_____

Dated this 23rd day of December 1982.

_____o0o_____

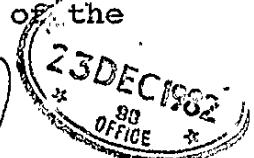
AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS of the above-named Company, duly convened and held at the Registered Office of the Company on the 23rd December 1982 the following SPECIAL RESOLUTION was duly passed.....

THAT IT IS DESIRABLE to capitalise the sum of £141,525. (One hundred and forty one thousand, five hundred and twenty five pounds) now standing to the credit of the Profit and Loss Account and accordingly that the said sum of £141,525. (one hundred and forty one thousand, five hundred and twenty five pounds) be capitalised and that the Directors be and are hereby authorised and directed to appropriate the said sum to the Members whose names appear in the Register of Members as the holders of the Ordinary Shares in the capital of the Company at the close of business on the 23rd December 1982 in the proportions in which such sum would have been divisible amongst them had the same been applied in paying dividends on such Ordinary Shares and to apply the said sum on behalf of such Members in paying up in full at par £141,525. (one hundred and forty one thousand, five hundred and twenty five pounds) unissued Ordinary Shares of £1. each in the Capital of the Company and that such shares be accordingly allotted and distributed and credited as fully paid up to the members in the proportion aforesaid. Such shares should rank pari passu in all respects with the present issued share capital of the Company.

Post back copy



[Signature]



.....Chairman.

THE COMPANIES ACTS 1948 TO 1976

Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948 as amended by the Companies Act 1976

FORM NO. 20
28

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

710

789114

Name of company

CRISPIN & BORST

Limited*

*Delete if inappropriate

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

The 70,000 unissued Ordinary Shares of £1 each be sub-divided into 7,000,000 Ordinary Shares of 1p each

†Delete as appropriate

Signed

[Director] [Secretary]† Date

31st August 1983

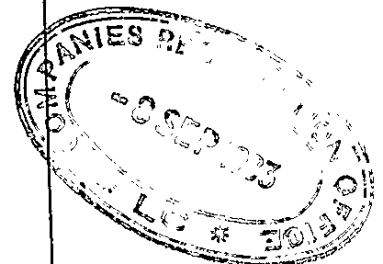
Presentor's name, address and reference (if any):

**Titmuss Sainer & Webb
2 Serjeants' Inn
London EC4Y 1LT**

C46/D113-001

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1981

Declaration in relation to assistance for the acquisition of shares.

Pursuant to section 43(6) and (7) of the Companies Act 1981

Please do not
write in this
binding margin



To the Registrar of Companies

For official use

71

Company number

789114

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

Name of Company

CRISPIN & BORST

Limited*

Note:

Please read the
notes on page 4
before completing
this form.

*Delete if
inappropriate.

† Delete as
appropriate.

§ See Note 1
Delete either
or both if
inappropriate.

‡ See Note 2.

~~[being a [recognised bank] [licensed institution] † within the meaning of the Banking Act 1979]§~~

~~[being authorised to carry on insurance business in the United Kingdom]§~~

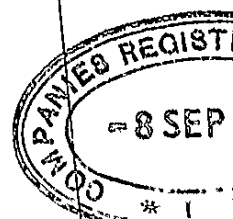
[proposes to provide financial assistance for the purpose of an acquisition of shares] ~~[proposes to provide financial assistance for the purpose of reducing or discharging a liability incurred † for the purpose of an acquisition of shares] †~~ in the [company] [company's holding company, _____] Limited

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

Titmuss Sainer & Webb
2 Serjeants' Inn
London EC4Y 1LT
Ref C46/D113-001

For official use
General Section

Post room



H. & E. JOHNSON
Certified Accountants

ALAN D. JOHNSON, F.C.G.A., A.T.I.I.

TELEPHONE: 01-253 5610

7, CHARTERHOUSE BUILDINGS,
GOSWELL ROAD,
LONDON, EC1M 7AN

31st
August 1983

The Directors
Crispin & Borst Limited
Mornington Grove
Bow
LONDON E3 4NS

Our Ref: ADJ/GP

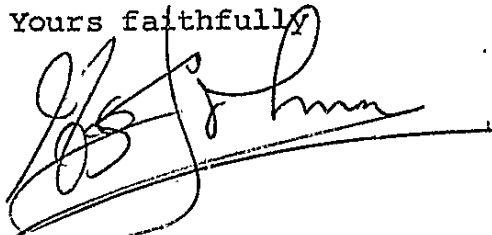
Dear Sirs

**FINANCIAL ASSISTANCE BY CRISPIN & BORST LIMITED TO
C & B HOLDINGS LIMITED**

We have considered the statutory declaration made by the Directors of Crispin & Borst Limited under Section 43(7) of the Companies Act 1981 regarding financial assistance by Crispin & Borst Limited to C & B Holdings Limited. We have not carried out an audit of Crispin & Borst Limited since that in respect of the year ended 28 February 1982. This report is based upon the information you have given us and upon discussions with you regarding the assumptions underlying the profit and cash flow forecasts for the following year, for which you are solely responsible and which inevitably contain uncertainties inherent in any projection of future events for an extended period.

We have enquired into the state of affairs of Crispin & Borst Limited and are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters contained in Section 43(7)(b) of the said Act is unreasonable in all the circumstances.

Yours faithfully



No. 789114

10/11-
67
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

CRISPIN & BORST LIMITED

Passed 31st day of August 1983

At an EXTRAORDINARY GENERAL MEETING of the above mentioned Company duly convened and held on 31st August 1983 at 1 Little New Street London EC4A 3TR the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:-

- (1) The 70,000 unissued Ordinary Shares of £1 each be subdivided into 7,000,000 Ordinary Shares of 1p each.



(2) Upon the recommendation of the Directors the sum of £1800 being part of the sum standing to the credit of Profit and Loss Account and Revenue Reserves in the Books of the Company be capitalised and that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full at par 180,000 new unissued Ordinary Shares of 1p each and accordingly the Directors be and they are hereby authorised for the purposes of Section 14 of the Companies Act 1980 and directed to appropriate allot and distribute the same credited as fully paid up to and amongst the members on the register on the date preceding the date of this meeting in the proportion of 1 new Ordinary Share of 1p each for every Ordinary Share of £1 each of which they are the holders at the time and date aforesaid provided that the authority hereby granted to the Directors shall expire not more than one year from the date hereof.

(3) Forthwith upon the allotment of the said Ordinary Shares, each of the existing issued Ordinary Shares of £1 each in the Company be converted into one Deferred Share of £1 each having attached thereto the following rights:-

(a) The said Deferred Shares shall entitle the holders thereof to a fixed non-cumulative dividend at the rate of five per cent per annum for any financial

year of the Company in respect of which the net profits of the Company available for dividend (as certified by the Auditors of the Company whose decision shall be final and binding) exceed £10,000,000.

- (b) On a winding up the holders of the said Deferred Shares shall be entitled out of the surplus assets of the Company to a return of the capital paid up on the said Deferred Shares held by them respectively after a total sum of £100,000 has been distributed in such winding up in respect of each of the Ordinary Shares in the Company.
- (c) Save as aforesaid the holders of the said Deferred Shares shall not be entitled to any participation in the profits or assets of the Company.
- (d) The said Deferred Shares shall not entitle the holders thereof to attend or vote at any General Meeting of the Company by virtue or in respect of their holdings of such Deferred Shares

2. THAT the Directors be directed and authorised to lend the sum of £330,000 by way of an interest free loan repayable upon demand to C&B Holdings Limited for the purpose of providing financial assistance to C&B Holdings Limited to acquire the 120,000 Deferred Shares of £1 each and the 120,000 Ordinary Shares of 1p each in the Company beneficially owned by Mr A.A. Ince, Mr H.C.S. White and Mrs R.B. White.



CHAIRMAN

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

Pursuant to section 122 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

789114

Name of company

* CRISPIN & BORST LIMITED

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

* insert full name
of company

gives notice that:

By a Special Resolution dated 11 March 1992 the
two classes of Shares in the Company being Ordinary
Shares of £1 each and Deferred Shares of £1 each were
merged so that each Share in the Company is an Ordinary
Share of £1 each and shall rank pari passu in all respects
with every other Ordinary Share of £1 each and each shall
have the rights as determined in accordance with the
Articles of Association of the Company.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation†

Date

11th March 1992

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

For official Use
General Section

Post room

COMPANIES HOUSE
25 MAR 1992
M 64

G

COMPANIES FORM No. 122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

789114

Name of company

* CRISPIN & BORST LIMITED

* insert full name
of company

gives notice that:

By a Special Resolution dated " March . 1992 each and every 100 Ordinary Shares of £0.01 in the capital of the Company be consolidated into 1 Ordinary Share of £1 each with the result that the authorised Share Capital of the Company was changed from £250,000 divided into 180,000 Deferred Shares of £1 each and 7,000,000 Ordinary Shares of £0.01 each to £250,000 divided into 180,000 Deferred Shares of £1 each and 70,000 Ordinary Shares of £1 each.

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation‡

Date

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

For official Use
General Section

Post room

COMPANIES HOUSE
25 MAR 1992

THE COMPANIES ACTS 1985 TO 1989

EXTRAORDINARY RESOLUTION

of

CRISPIN & BORST LIMITED

(Passed the 11 day of March - 1992)

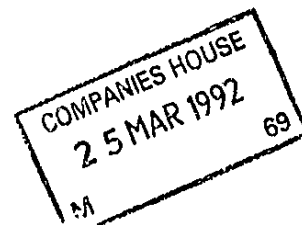
At a Class Meeting of the holders of Ordinary Shares of £1 each in the capital of the above Company duly convened and held at
Mornington Grove, Bow London E3
on the 11 day of March 1992 the following Resolution was duly passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

- (a) "That the two classes of Shares of the Company being the Ordinary Shares of £1 each and the Deferred Shares of £1 each be merged so that each Share in the Company shall be an Ordinary Share of £1 and shall rank pari passu with every other Ordinary Share of the Company".
- (b) "That the regulations set forth in the printed document produced to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association thereof".

.....
Chairman

0403s



THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on 11th March 1992)

- of -

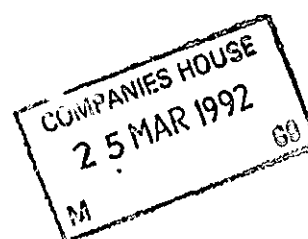
CRISPIN & BORST LIMITED

Incorporated on 23rd January 1964

HAMLIN SLOWE
Roxburghe House
273-287 Regent Street
London W1A 4SQ

REF: 272

WANG REF: 2883J



INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

"The Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.

TABLE A

2. The regulations contained in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 65, 79, 82, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

1. The provisions of section 89 (1) of the Act shall not apply to the Company.
2. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
8. The directors shall have no discretion to refuse to register any transfer of a share.

PROCEEDINGS AT GENERAL MEETINGS

9. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
10. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
11. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

RECTORS

12. A director shall not be required to hold any qualification shares in the Company.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any other director or any other person approved by resolution of the directors and willing to act to be an alternate director and may remove from office an alternate director so appointed by him provided that any appointment by Roger S. Dawe of an alternate director who is not a director of the Company shall not require the approval of the directors.

POWERS AND DUTIES OF DIRECTORS

14. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
15. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

16. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the

Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

17. The office of a director shall be vacated:
 - (i) if by notice in writing to the Company he resigns the office of director;
 - (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a director by an order made under any provision of the Act;
 - (v) if he becomes in the opinion of all his co-directors incapable by reason of mental disorder of discharging his duties as a director;
 - (vi) if he is removed from office under article 16.
18. There shall be no age limit for directors of the Company.
19. All the directors except Roger S. Dawe (if he shall be a director) shall be subject to retirement by rotation in accordance with Regulations 73 to 80 inclusive of Table A. The final sentence of Regulation 84 of Table A shall be deleted and shall not apply to the Company.

REMUNERATION OF DIRECTORS

20. The directors shall not be entitled to any fees for acting as directors.

PROCEEDINGS OF DIRECTORS

21. Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
22. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as member or members of the committee for any specific purpose any person or persons although not being a director of the company.

OFFICIAL SEAL FOR USE ABROAD

23. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

INDEMNITY

24. Every director of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, 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. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stanley H Lucas
6 Surrey Street
Strand
London WC2

Law Stationer

Francis A Dean
6 Surrey Street
Strand
London WC2

Traveller

Dated the 16th day of January 1964

Amended by Special Resolution dated 11th March 1992

Witness to the above signatures:-

G Higgins
282 Kingston Road
New Malden
Surrey

Secretary

THE COMPANIES ACTS 1985 TO 1989

EXTRAORDINARY RESOLUTION

of

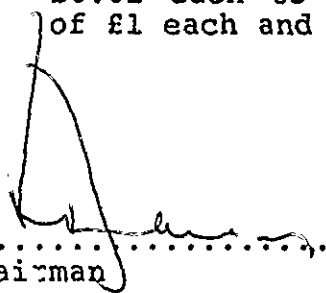
CRISPIN & BORST LIMITED

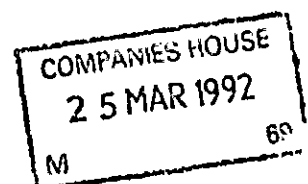
(Passed the 11 day of March 1992)

At a Class Meeting of the holders of Ordinary Shares of £0.01 each in the capital of the above Company duly convened and held at *Wilmington Grove Boro London E3* on the 11 day of March 1992 the following Resolution was duly passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

"That each and every 100 Ordinary Shares of £0.01 in the capital of the Company be consolidated into 1 Ordinary Share of £1 each with the result that the authorised share capital of the Company be changed from £250,000 divided into 180,000 Deferred Shares of £1 each and 7,000,000 Ordinary Shares of £0.01 each to £250,000 divided into 180,000 Deferred Shares of £1 each and 70,000 Ordinary Shares of £1 each".


.....
Chairman



12/11/4

THE COMPANIES ACT 1948

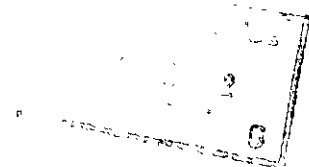
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CRISPIN & BORST LIMITED

1. The name of the Company is CRISPIN & BORST LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (1) To carry on the trades or businesses of builders, bricklayers, stonemasons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paper-hangers, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning-conductor erectors and maintainers, garage proprietors, carriers, cartage contractors, corn dealers and provision dealers in all their respective branches.



- (2) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds.
- (3) To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical fittings and apparatus.
- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangement for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.

- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.

- (l) To acquire and hold, sell, mortgage, or deal with the shares, stocks, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme

for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the the promotion and establishment of the Company or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.

- (t) To act as or through trustees, agents, secretaries, managers, brokers or subcontractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be

limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into One hundred Shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

By a Special Resolution of the Company duly passed on 21st January 1970 the Authorised Share Capital of the Company was increased to £2,000 divided into 2,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

By a Special Resolution of the Company duly passed on 6th April 1970 the Authorised Share Capital of the Company was increased to £5,000 divided into 5,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

By a Special Resolution of the Company duly passed on 30th September 1970 the Authorised Share Capital of the Company was increased to £10,000 divided into 10,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

By a Special Resolution of the Company duly passed on 15th June 1972 the Authorised Share Capital of the Company was increased to £50,000 divided into 50,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

By a Special Resolution of the Company duly passed on 23rd December 1982 the Authorised Share Capital of the Company was increased to £250,000 divided into 250,000 Ordinary

Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

By a Special Resolution of the Company duly passed on 31st August 1983 the Authorised Share Capital of the Company was reclassified and sub-divided into £250,000 divided into 7,000,000 Ordinary Shares of 1 pence each and 180,000 Deferred Shares of £1 each each class of share so created having the rights ascribed to it by the Articles of Association of the Company.

By a Special Resolution of the Company duly passed on 11th March 1992 the 7,000,000 Ordinary Shares of 1 pence each were consolidated into 70,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects.

By a Special Resolution of the Company duly passed on 11th March 1992 the Authorised Share Capital of the Company was reclassified into £250,000 divided into 250,000 Ordinary Shares of £1 each with each Ordinary Share ranking pari passu in all respects with every other Ordinary Share.

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

STANLEY H LUCAS
6 Surrey Street
Strand
London WC2

ONE

Law Stationer

FRANCIS A DEAN
6 Surrey Street
Strand
London WC2

ONE

Traveller

DATED this 16th day of January 1964

WITNESS to the above signatures:-

G HIGGINS
282 Kingston Road
New Malden
Surrey

Secretary

0429s