



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2499601

The Registrar of Companies for England and Wales hereby certifies that
KELLER (SCOTLAND) LIMITED

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

Given at Companies House, Cardiff, the 26th May 1994


M. LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

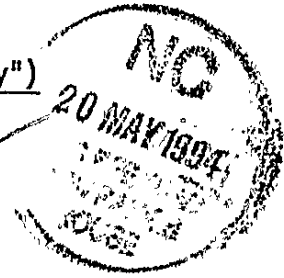
HC006B

COMPANIES ACTS 1985 AND 1989

SPECIAL RESOLUTIONS OF

KELLER (SCOTLAND) LIMITED ("the Company")

(Registered No 2499601)



Passed 4th May 1994

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at 6 Dowgate Hill, London EC4R 2SS on 4th May 1994 at 7.50 am/pm the following resolutions were duly passed as special resolutions:-

Special Resolutions

- 1 That the authorised share capital of the Company be and is hereby increased from £100 to £9,613,392 by the creation of 9,613,292 Ordinary Shares of £1 each to rank equally in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
- 2 2.1 That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot grant options over offer or otherwise deal with or dispose of any relevant securities (as defined in Section 80(2) of the Act) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine during the period commencing on the date of the passing of this resolution and expiring on the fifth anniversary of the date of this resolution provided that the maximum aggregate nominal amount of relevant securities which may be allotted pursuant to this authority shall be £9,613,390; and
- 2.2 that the Directors be entitled under the authority conferred by PR11 Section 80(7) of the Act and paragraph 2.1 of this resolution to



make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority; and

- 2.3 that all previous authorisations given by the Company in general meeting or in the Articles of Association of the Company or otherwise pursuant to Section 80 of the Act or under the corresponding provisions of any former Act be and are hereby revoked provided that such revocation shall not have retrospective effect.
- 3 That subject to the passing of resolution 2 above the Directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94(2) of the Act) of the Company as if Section 89(1) of the Act did not apply to such allotment provided that such power shall be limited to the allotment of equity securities issued for cash or otherwise or partly in one way and partly in the other (other than allotments by way of a rights issue or capitalisation or bonus issue) up to an aggregate nominal amount of £9,613.390 and shall expire on the fifth anniversary of the date of this resolution save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby has not expired.
- 4 That the Articles of Association of the Company be altered by the deletion of Articles 2 and 3 and the renumbering of Articles 4 to 20 as 2 to 18 respectively.
- 5 That the Memorandum of Association of the Company be and is hereby altered with respect to its objects by the deletion of the existing sub-clause 3(A) thereof and the adoption in substitution thereof of the following:-
- "3(A) (i) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases,

underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interest in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and business of every description.

(ii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a member or which are in any manner controlled by this Company.

(iii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, haulage and transport contractors, electricians and general engineers, financiers for the promotion of the sale for cash or on credit, or on an instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and general merchants, agents and traders."

6 That the name of the Company be changed to "Keller Holdings Limited".

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Chairman

Dated 4th May 1994