



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 202141

The Registrar of Companies for Scotland hereby certifies that
21st CENTURY ROOFING AND CONSTRUCTION LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Edinburgh, the 6th December 1999



NSC2021411



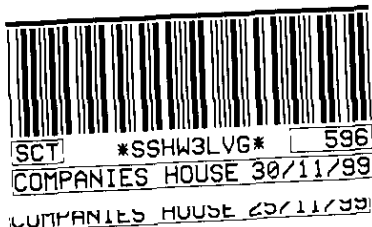
C O M P A N I E S H O U S E

FORBES COMPUTER SYSTEMS

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

202141



full

21st CENTURY ROOFING AND CONSTRUCTION

LIMITED

I,

ANDREW JOSEPH ALBERT NIXON

of

159 SPENDMORE LANE COPPULL CHORLEY LANCASHIRE

do solemnly and sincerely declare that I am a (~~Solicitor engaged in the formation of the company~~) (person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985)* and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

* Please delete as appropriate.

Declarant's signature

Declared at

2 ST MARY'S WALK CHORLEY LANCASHIRE

the

16TH

day of

NOVEMBER

One thousand nine hundred and ninety

NINE

** Please print name

before me**

IAN HILTON

Signed

Date

16TH NOVEMBER 1999

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

NIXON WILLIAMS LIMITED

159 SPENDMORE LANE COPPULL CHORLEY LANCASHIRE

Tel 01257 793700

DX number

DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at :

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

21st CENTURY ROOFING AND CONSTRUCTION LIMITED

- 1 The name of the company is : 21st CENTURY ROOFING AND CONSTRUCTION LIMITED
- 2 The Registered Office of the company will be situated in Scotland
- 3 The Company's object is to carry on business as a general commercial company.
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the person whose names and addresses are subscribed hereafter 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 and addresses
of the Subscribers.

Number of Shares taken by
each Subscriber.

NWL Nominees Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

One

J Elson

NWL Secretaries Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

One

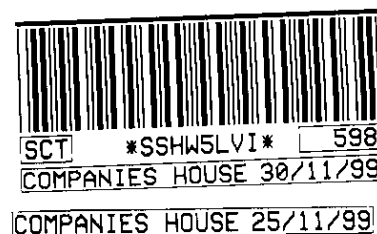
Alan Ball

Dated this 16th day of November 1999

Witness(es) to the above signatures :-

(name) Joanne Elson
(address) 159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY
(occupation) Administration Assistant

J Elson



THE COMPANIES ACTS 1985 to 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION of

202141

21st CENTURY ROOFING AND CONSTRUCTION LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any debentures being offered for sale to the public. References in these Articles to "the Act" are references to the Companies Acts 1985 to 1989.
2. Subject as hereinafter provided the Regulations set out in Table A of the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table "A" shall not apply to this Company :-
8 to 22, 24, 40, 64, 73 to 80 and 101.

SHARE CAPITAL

4. The share capital of the company comprises 100 shares of £1 each which rank *pari passu* in all respects.
5. The company shall not issue any shares otherwise than fully paid on allotment
6. The Directors may, in their absolute discretion and without any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
7. The Directors may, pursuant to section 80 of the Act, at any time within five years from the date of incorporation of the company allot any part of the share capital in the company for the time being authorised but unissued.
8.
The company shall not use a common seal and accordingly Regulation 101 of Table A shall not apply to the company and Regulation 6 of Table A shall not apply as if the words "shall be sealed with the seal" were deleted and replaced by "signed by any one director and by the secretary".

SHAREHOLDERS' MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation and holding a majority of the share capital, shall be a quorum.

DIRECTORS.

10. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.
11. The directors shall have power at any time, and from time to time, to appoint any person to be a director.
12. A member or members holding a majority of the issued share capital shall have power from time to time and at any time, by instrument in writing signed by the member or members (or if a company, signed by its secretary), to appoint any person as a director and to remove from office any director howsoever appointed.
13. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

SECRETARY.

14. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the corporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

15. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or in part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

Names, Addresses of the Subscribers.

NWL Nominees Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

J Elson

NWL Secretaries Limited
159 Spendmore Lane
Coppull
Chorley
Lancashire
PR7 5BY

Alan Hall

Dated this 16th day of November 1999

Witness(es) to the above signatures :-

(name)	Joanne Elson
(address)	159 Spendmore Lane Coppull Chorley Lancashire PR7 5BY
(occupation)	Administration Assistant

J Elson

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Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Number

202141



SCT *SSHW4LVH* 597
COMPANIES HOUSE 30/11/99

COMPANIES HOUSE 25/11/99

in full

21st CENTURY ROOFING AND CONSTRUCTION LIMITED

Proposed Registered Office

19, GLASGOW ROAD

(PO Box numbers only, are not acceptable)

Post town

PAISLEY

County / Region

SCOTLAND

Postcode

PA1 3QX

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.



Agent's name

NIXON WILLIAMS LIMITED

Address

159 SPENDMORE LANE

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

Number of continuation sheets attached



Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

NIXON WILLIAMS LIMITED

159 SPENDMORE LANE, COPPULL, CHORLEY, LANCASHIRE PR7 5BY

Tel 01257 793700

DX number

DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at :

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NWL SECRETARIES LIMITED

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

159 SPENDMORE LANE

Usual residential address

For a corporation, give the registered or principal office address.

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature**Date**

16/11/99

Directors (see notes 1-5)
Please list directors in alphabetical order**Name** *Style / Title

*Honours etc

Forename(s)

Surname

NWL NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

159 SPENDMORE LANE

Usual residential address

For a corporation, give the registered or principle office address.

COPPULL

Post town

CHORLEY

County / Region

LANCASHIRE

Postcode

PR7 5BY

Country

ENGLAND

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

I consent to act as director of the company named on page 1

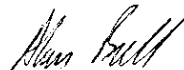
Consent signature**Date**

16/11/99

Directors (continued)

(see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		Forename(s) <input type="text"/>		
		Surname <input type="text"/>		
		Previous forename(s) <input type="text"/>		
		Previous Surname(s) <input type="text"/>		
Address		<input type="text"/>		
Usual residential address		<input type="text"/>		
<small>For a corporation, give the registered or principal office address.</small>		<input type="text"/>		
		Post town <input type="text"/>		
		County / Region <input type="text"/>	Postcode	<input type="text"/>
		Country <input type="text"/>		
		Date of birth		
		<small>Day</small> <input type="text"/>	<small>Month</small> <input type="text"/>	<small>Year</small> <input type="text"/>
		Nationality <input type="text"/>		
Business occupation		<input type="text"/>		
Other directorships		<input type="text"/>		
		<input type="text"/>		
		I consent to act as director of the company named on page 1		
Consent signature		<input type="text"/>	Date	<input type="text"/>

**This section must be signed by
Either****an agent on behalf
of all subscribers****Signed****Date**

16/11/99

Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname (s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The Date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate piece of paper, which should include the company's number and the full name of the director.

5. Use form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.