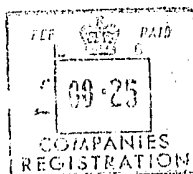
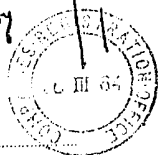


799607



No. of Company

No. 41

THE COMPANIES ACT, 1948.

DECLARATION of COMPLIANCE

with the requirements of the Companies Act, 1948,
on application for registration of a Company.

[Pursuant to Section 15 (2)]



NAME OF COMPANY

GEORGE BLACKETT

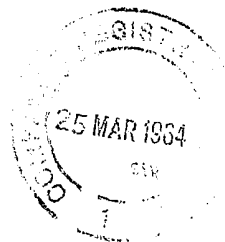
LIMITED.

JEFFCOATS LIMITED

Company Registration Agents, Printers and Publishers,
62-70, SHORTS GARDENS, LONDON, W.C.2.

Telephone : TEMPLE BAR 7248-9

Presented by



I, GEORGE BLACKETT
of "STORNAWAY" PALMERSVILLE, FOREST HALL
NEWCASTLE UPON TYNE

Do Solemnly and Sincerely declare that I am* A PERSON NAMED
IN THE ARTICLES OF ASSOCIATION AS A DIRECTOR (1/2)

of GEORGE BLACKETT

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 Declarations Act, 1835".

Declared at Newcastle upon Tyne

the 21st day of March
one thousand nine hundred and Sixty four
before me.

R. H. ...
† A Commissioner for Oaths.

G. Blackett

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

* "A Solicitor of the Supreme Court (or in Scotland "A Solicitor") engaged in the formation" or "A person named in the Articles of Association as a Director or Secretary".
† or Notary Public or Justice of the Peace.

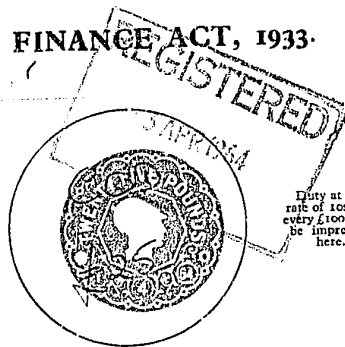
799607

12

No. of Company

No. 25

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.



STATEMENT OF NOMINAL CAPITAL

OF

(NAME OF COMPANY)

GEORGE BLACKETT
LIMITED.

Pursuant to Section 112 of The Stamp Act, 1891, as amended by Section 41 of The Finance Act, 1933. Note:— The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100.

This Statement is to be lodged with the Memorandum of Association and other Documents when the Company is registered.

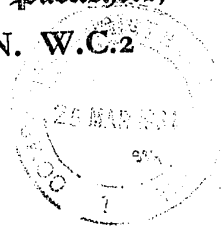
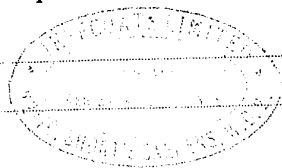
JEFFCOATS LIMITED

Company Registration Agents, Printers and Publishers,

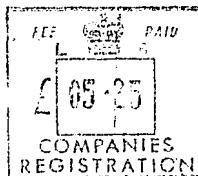
62-70, SHORTS GARDENS, LONDON. W.C.2

Telephone: TEMPLE BAR 7248-9

Presented by



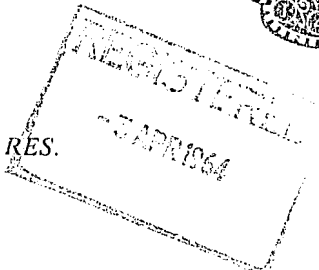
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THE COMPANIES ACT, 1948

799607

COMPANY LIMITED BY SHARES.



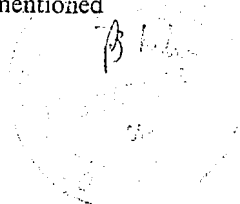
Memorandum of Association

OF

GEORGE BLACKETT

LIMITED.

1. The name of the Company is "GEORGE BLACKETT LIMITED." ✓
2. The registered office of the Company will be situate in England. ✓
3. The Company is established for the following objects:—
 - (1) To carry on the business of Demolition Contractors, Builders, Builders Merchants, Decorators, Plasterers, Woodworkers, Plumbers, Electrical Contractors, Haulage Contractors, Hirers of Plant and Equipment, Motor Dealers, Suppliers of Petrol, Oil and Motor Accessories, Live Stock Breeders and Carriers, Agricultural Machinery Suppliers and Hirers, Fodder Merchants and Distributors and any other Trade or Business which can be carried ancillary to the forementioned businesses.



- (2) To carry on any other kind of trade or business which may at any time appear to the Company capable of being conveniently carried on in conjunction with any of the before-mentioned trades and businesses or likely to be profitable to the Company. (8)
- (3) To purchase or otherwise acquire and take over all or any part of the property, business and liabilities of any company, society, firm or person as may be thought expedient for the purposes of the Company, and to conduct or liquidate and wind up any such business, and to pay for any property acquired either in cash or in shares or securities of the Company, or otherwise as may be agreed. (9)
- (4) To purchase, rent, hire or otherwise acquire any real or personal property in England or elsewhere for the purposes of the Company. (10)
- (5) To lay down, construct, enlarge, alter and maintain any buildings, works, and machinery necessary or desirable for the Company's business. (11)
- (6) To apply for, and obtain, by purchase or otherwise, any patents, patent rights, trade-marks, names, copy-rights, licences, or privileges for the purposes of, or in any way relating to, any trade or business which the Company is authorised to carry on, and to grant licences in respect of or otherwise use or deal with the same. (12)
- (7) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of any company carrying on or proposing to carry on any business connected directly or indirectly with any trade or business which the Company is authorised to carry on or from which the Company may be able to derive benefit. (13)

- (8) To borrow money, either with or without security, and by the issue of debentures or debenture stock or otherwise, and to secure the repayment of any money by mortgage or other charge upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (9) To sell, dispose of, lease, transfer, turn to account and otherwise deal with the business, property and undertaking of the Company or any part thereof, upon such terms and for such consideration as to the Company shall seem fit.
- (10) To amalgamate with any other company having objects similar either wholly or in part to those of the Company.
- (11) To enter into partnership or similar arrangements with any company, society, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on.
- (12) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company.
- (13) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or securities of the Company or otherwise as may be deemed expedient.
- (14) To grant pensions allowances or similar payments to officers or employees (including former officers or employees) of the Company or their respective dependants and to support or subscribe to any organisations or appeals of a charitable, public or benevolent nature.

- (15) To draw, accept, endorse, discount, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (16) To lend (with or without security) or otherwise invest the moneys of the Company in such manner as shall from time to time be determined.
- (17) To act as guarantor or surety, and for either purpose to give security, as may be thought expedient.
- (18) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose likely to benefit the Company.
- (19) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise.
- (20) To do all other things that are incidental or may be conducive to the attainment of the above objects or any of them.
- (21) To distribute among the members in specie any property of the Company.
- (22) To pay all the costs and expenses of and preliminary and incidental to the promotion, formation, and registration of the Company, whether or not incurred prior to incorporation.

And it is hereby declared that each of the objects hereinbefore mentioned shall wherever and in so far as the context and subject admit be regarded as an independent object, and in no wise shall be limited or restricted by reference to or inference from the name of the Company or any other paragraph or otherwise howsoever.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £5,000, divided into 5,000 Ordinary shares of £1 each. ✓

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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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>George Blackett of "Stonoway"</i> <i>Palmersville, Forest Hall</i> <i>Newcastle upon Tyne</i> <i>Wooling Contractor</i></p>	<p><i>One</i> <i>2</i></p>
<p><i>Elizabeth Alexandra Blackett</i> <i>of "Stonoway" Palmersville</i> <i>Forest-Hall Newcastle</i> <i>upon Tyne</i> <i>Secretary</i></p>	<p><i>ONE</i></p>

Dated the 21st day of March 1964

Witness to all the above Signatures—

A. B. B. Clerk
 10 Queens Terrace, Wallsend
 Northumberland
 Clerk.

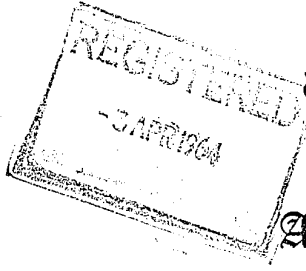


6

THE COMPANIES ACT, 1948

799607

COMPANY LIMITED BY SHARES



Articles of Association

OF

GEORGE BLACKETT LIMITED.

PRELIMINARY.

1. In these Articles:—

“The Act” means the Companies Act, 1948.

“Table A” means Table A in the First Schedule to the Act.

“Part I” and “Part II” mean respectively Part I of Table A and Part II of Table A.

2. Subject as hereinafter provided, the regulations contained in Part I and Part II shall apply to the Company.

3. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97, 107 and 108 of Part I and Regulation 5 of Part II shall not apply to the Company.

4. The Directors may pay out of capital or any other moneys of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

5. The original 5,000 Ordinary shares

6. The shares subject to any resolution in force, be at the discretion of the Company or otherwise dispose of on such terms and conditions that no shares shall be issued in contravention of Section 57 of the Act

7. In Regulation 10 an ordinary resolution

8. The Company shall charge on all shares the name of a member or members due to the Company or jointly with the Company's (hereinafter referred to as the Company) on a share in respect thereof.

NOT

9. In every meeting there shall appear a member entitled to attend and vote as a member.

PROC

10. In Regulation 10 otherwise provided

SHARE CAPITAL.

5. The original capital of the Company is £5,000, divided into 5,000 Ordinary shares of £1 each.

6. The shares in the original or any increased capital shall, subject to any resolution of a general meeting for the time being in force, be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

7. In Regulation 3 of Part I the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN.

8. The Company shall have a first and paramount lien and charge on all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from such member or his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable in respect thereof.

NOTICES OF GENERAL MEETINGS.

9. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

PROCEEDINGS AT GENERAL MEETINGS

10. In Regulation 4 of Part II the words "save as herein otherwise provided" shall be deemed to be omitted.

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II shall not apply to

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xpenses of registration.

11. In Paragraph (b) of Regulation 58 of Part I for the word "three" there shall be deemed to be substituted the word "two" and in paragraph (c) of the said Regulation for the words "one-tenth" there shall be deemed to be substituted the words "one-twentieth".

12. Subject and without prejudice to any provisions of the Act requiring the holding of a general meeting for the purpose of passing a resolution, 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 as an ordinary resolution at a general meeting of the Company duly convened and held.

DIRECTORS.

13. The number of the Directors shall not be more than five, or less than two.

14. The first Directors of the Company shall be George Blackett and Elizabeth Alexandra Blackett, and the said George Blackett shall be the Chairman, and so long as he remains a Director shall be entitled to hold office as Chairman until the Directors shall by resolution otherwise determine.

15. The qualification of a Director shall be the holding in his own right and not jointly with any other person of at least one hundred ordinary shares of the Company, and it shall be his duty to comply with the provisions of Section 182 of the Act. A Director may act before his qualification is acquired.

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term, and at such remuneration (whether by way of salary, or commission, or

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58 of Part I for the word substituted the word "two" for the words "one-tenth" and the words "one-twentieth".

any provisions of the Act for the purpose of passing and by all the members for and to attend and vote by their duly authorised representative as if the same had a general meeting of the

shall not be more than five,

company shall be George [unclear] and the said George [unclear] as he remains a Director until the Directors shall

shall be the holding in his person of at least one and it shall be his duty 82 of the Act. A Director [unclear]

the powers of the Company charge its undertaking part thereof, and to issue securities whether outright obligation of the Company

time appoint one or more director for such term, and salary, or commission, or

participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement either at the first Annual General Meeting or by rotation, or be taken into account in determining the rotation of retirement of Directors nor shall he be subject to the provisions of Article 22 relating to the removal of a Director; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a Director.

18. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 or Section 184 of the Act.
- (3) If he absents himself from three consecutive meetings of the Directors without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (5) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act
- (6) If he is found lunatic or becomes of unsound mind.

19. No Director or intending Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding

that office or of the fiduciary relation thereby established. A Director shall be at liberty to vote in respect of any contract or arrangement in which he is so interested as aforesaid. The nature of the interest of any Director in any such contract or transaction shall be disclosed by him in the manner prescribed by Section 199 of the Act.

20. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

21. In Regulation 78 of Part I the words "unless the Company otherwise direct" shall be deemed to be omitted.

22. Subject as provided by Article 17 and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

*Elis
of*

Witne

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

George Blackett of "Stornoway"
 Palmersville, Forest-Hall
 Newcastle upon Tyne,
 Vaulage Contractor

Elizabeth Alexandra Blackett
 of "Stornoway" Palmersville
 Forest-Hall Newcastle upon Tyne

Secretary

Dated the 21st day of March 1964

Witness to all the above Signatures --

A. Backley
 10, Queen Terrace
 Wallsend, Northumberland

Clerk.

established. A Director
 contract or arrangement
 nature of the interest
 tion shall be disclosed
 199 of the Act.

ice or place of profit
 (auditor) in conjunction
 on such terms (as to
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 Director before the
 Ordinary Resolution
 so appointed shall
 if he had become a
 whose place he is

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No. 799607



Certificate of Incorporation

I Hereby Certify that

GEORGE BLACKETT LIMITED

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

Given under my hand at London this Third day of April
One Thousand Nine Hundred and Sixty Four.

J.S. Whitfield.

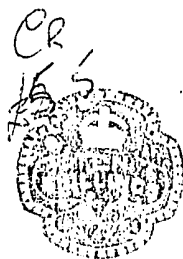
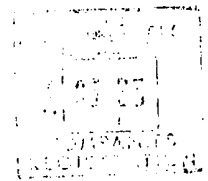
Assistant Registrar of Companies.

Certificate received by }

Date 23 April 1964

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799607



THE COMPANIES ACT, 1948

799607

30

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GEORGE BLACKETT

LIMITED.

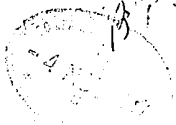
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OBJECTS

1. The name of the Company is "GEORGE BLACKETT LIMITED."

2. The registered office of the Company will be situate in England.

3. The Company is established for the following objects:—

- (1) To carry on the business of Demolition Contractors, Builders, Builders Merchants, Decorators, Plasterers, Woodworkers, Plumbers, Electrical Contractors, Haulage Contractors, Hirers of Plant and Equipment, Motor Dealers, Suppliers of Petrol, Oil and Motor Accessories, Live Stock Breeders and Carriers, Agricultural Machinery Suppliers and Hirers, Fodder Merchants and Distributors and any other Trade or Business which can be carried ancillary to the forementioned businesses.



- (2) To carry on any other kind of trade or business which may at any time appear to the Company capable of being conveniently carried on in conjunction with any of the before-mentioned trades and businesses or likely to be profitable to the Company.
- (3) To purchase or otherwise acquire and take over all or any part of the property, business and liabilities of any company, society, firm or person as may be thought expedient for the purposes of the Company, and to conduct or liquidate and wind up any such business, and to pay for any property acquired either in cash or in shares or securities of the Company, or otherwise as may be agreed.
- (4) To purchase, rent, hire or otherwise acquire any real or personal property in England or elsewhere for the purposes of the Company.
- (5) To lay down, construct, enlarge, alter and maintain any buildings, works, and machinery necessary or desirable for the Company's business.
- (6) To apply for, and obtain, by purchase or otherwise, any patents, patent rights, trade-marks, names, copy-rights, licences, or privileges for the purposes of, or in any way relating to, any trade or business which the Company is authorised to carry on, and to grant licences in respect of or otherwise use or deal with the same.
- (7) To subscribe for, purchase or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of any company carrying on or proposing to carry on any business connected directly or indirectly with any trade or business which the Company is authorised to carry on or from which the Company may be able to derive benefit.

- (8) To borrow money, either with or without security, and by the issue of debentures or debenture stock or otherwise, and to secure the repayment of any money by mortgage or other charge upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (9) To sell, dispose of, lease, transfer, turn to account and otherwise deal with the business, property and undertaking of the Company or any part thereof, upon such terms and for such consideration as to the Company shall seem fit.
- (10) To amalgamate with any other company having objects similar either wholly or in part to those of the Company.
- (11) To enter into partnership or similar arrangements with any company, society, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on.
- (12) To enter into any arrangement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company.
- (13) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or securities of the Company or otherwise as may be deemed expedient.
- (14) To grant pensions allowances or similar payments to officers or employees (including former officers or employees) of the Company or their respective dependants and to support or subscribe to any organisations or appeals of a charitable, public or benevolent nature.

- (15) To draw, accept, endorse, discount, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (16) To lend (with or without security) or otherwise invest the moneys of the Company in such manner as shall from time to time be determined.
- (17) To act as guarantor or surety, and for either purpose to give security, as may be thought expedient.
- (18) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose likely to benefit the Company.
- (19) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise.
- (20) To do all other things that are incidental or may be conducive to the attainment of the above objects or any of them.
- (21) To distribute among the members in specie any property of the Company.
- (22) To pay all the costs and expenses of and preliminary and incidental to the promotion, formation, and registration of the Company, whether or not incurred prior to incorporation.

And it is hereby declared that each of the objects hereinbefore mentioned shall wherever and in so far as the context and subject admit be regarded as an independent object, and in no wise shall be limited or restricted by reference to or inference from the name of the Company or any other paragraph or otherwise howsoever.

4. The liability of the members is limited.

* 5. The share capital of the Company is £5,500 divided into 5,000 Deferred shares of £1 each and 500 Ordinary Shares of £1 each

* Share Capital increased by Special Resolution passed on 29th October, 1976.

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 to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>George Blackett of "Stonoway" Palmerston, Forest Hall Newcastle upon Tyne Vanuley Contractor</p>	<p>One 2</p>
<p>Elizabeth Alexandra Blackett of "Stonoway" Palmerston Forest-Hall Newcastle upon Tyne Secretary</p>	<p>ONE</p>

Dated the 21st day of March 1864

Witness to all the above Signatures---

A. Blackett
10 Queen's Terrace, Wallingford
Northumberland
Clerk.

THE COMPANIES ACT, 1948

799607 / 4

COMPANY LIMITED BY SHARES

Articles of Association

OF

GEORGE BLACKETT

LIMITED.

PRELIMINARY.

1. In these Articles:—

“The Act” means the Companies Act, 1948.

“Table A” means Table A in the First Schedule to the Act.

“Part I” and “Part II” mean respectively Part I of Table A and Part II of Table A.

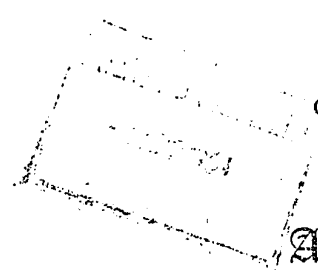
2. Subject as hereinafter provided, the regulations contained in Part I and Part II shall apply to the Company.

3. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97, 107 and 108 of Part I and Regulation 5 of Part II shall not apply to the Company.

4. The Directors may pay out of capital or any other moneys of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

STILL PRIVATE

Co. Ltd.
A



SHARE CAPITAL.

5. The original capital of the Company is £5,000, divided into 5,000 Ordinary shares of £1 each.

6. The shares in the original or any increased capital shall, subject to any resolution of a general meeting for the time being in force, be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

7. In Regulation 3 of Part I the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN.

8. The Company shall have a first and paramount lien and charge on all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from such member or his estate, either alone or jointly with any other person, whether a member or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable in respect thereof.

NOTICES OF GENERAL MEETINGS.

9. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him, and that a proxy need not also be a member.

PROCEEDINGS AT GENERAL MEETINGS

10. In Regulation 4 of Part II the words "save as herein otherwise provided" shall be deemed to be omitted.

11. In Paragraph (b) of Regulation 58 of Part I for the word "three" there shall be deemed to be substituted the word "two" and in paragraph (c) of the said Regulation for the words "one-tenth" there shall be deemed to be substituted the words "one-twentieth".

12. Subject and without prejudice to any provisions of the Act requiring the holding of a general meeting for the purpose of passing a resolution, 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 as an ordinary resolution at a general meeting of the Company duly convened and held.

DIRECTORS.

13. The number of the Directors shall not be more than five, or less than two.

14. The first Directors of the Company shall be George Blackett and Elizabeth Alexandra Blackett, and the said George Blackett shall be the Chairman, and so long as he remains a Director shall be entitled to hold office as Chairman until the Directors shall by resolution otherwise determine.

~~15. XXX The number of Directors shall not be more than five, or less than two. Each Director shall hold office for a term of three years, and shall be eligible for re-election. A Director shall hold office until he has been replaced by another Director. A Director shall not be eligible for election unless he has held at least one hundred ordinary shares of the Company, and it shall be his duty to comply with the provisions of Section 182 of the Act. A Director shall not be eligible for election unless he has held at least one hundred ordinary shares of the Company, and it shall be his duty to comply with the provisions of Section 182 of the Act.~~

15. ~~15.~~ The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

16. ~~16.~~ The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term, and at such remuneration (whether by way of salary, or commission, or

* Deleted by Special Resolution passed on 29th October, 1976

participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement either at the first Annual General Meeting or by rotation, or be taken into account in determining the rotation of retirement of Directors nor shall he be subject to the provisions of Article 22 relating to the removal of a Director; but his appointment shall be subject to determination *ipso facto* if he ceases from any cause to be a Director.

17. ~~X8X~~ The office of a Director shall be vacated--

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 or Section 184 of the Act.
- (3) If he absents himself from three consecutive meetings of the Directors without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (5) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act
- (6) If he is found lunatic or becomes of unsound mind.

18. ~~X9~~ No Director or intending Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding

that office or of the fiduciary relation thereby established. A Director shall be at liberty to vote in respect of any contract or arrangement in which he is so interested as aforesaid. The nature of the interest of any Director in any such contract or transaction shall be disclosed by him in the manner prescribed by Section 199 of the Act.

19. ~~XX~~ A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

20. ~~XX~~ In Regulation 78 of Part I the words "unless the Company otherwise direct" shall be deemed to be omitted.

~~XX~~ Subject as provided by Article 17 and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

George Blackett of "Stonoway"
 Palmersville, Forest-Hall
 Newcastle upon Tyne,
 Haulage Contractor

Elizabeth Alexandra Blackett
 of "Stonoway" Palmersville
 Forest-Hall Newcastle upon Tyne

Secretary

Dated the 21st day of March 1962

Witness to all the above Signatures--

A. Backus
 10, Queens Terrace
 Wallsend, Northumberland

Clerk.

Company No. 799607

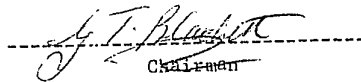
24

Resolution of
GEORGE BLACKETT LIMITED

At an Extraordinary General Meeting of the above-named Company held on 29th October, 1976 the following Special Resolution was passed:-

SPECIAL RESOLUTION

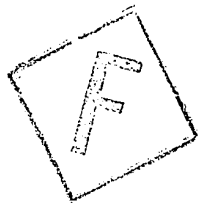
"That the Articles of Association of the Company be amended by the deletion of Article 15 thereof.



Chairman

34





No. of Company 799607 / 27

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 **GEORGE BLACKETT** Limited*

hereby gives you notice that by ~~ordinary resolution~~ /special** resolution of the company dated the the nominal capital of the company has been increased by the addition thereto of a sum of £ 500 beyond the registered capital of £ 5,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
500	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:-
(If any of the shares are preference shares state whether they are redeemable or not)

to rank pari passu with the Ordinary Shares of the Company registered at close of business on 1976

Signed *R. Deane*

State whether Director or Secretary *Secretary*

Date 29/1/1976

Margin reserved for binding

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by: Dickinson Dees & Company
Cross House, Westgate Road
Newcastle upon Tyne, NE99 1SB



Presenter's reference: T U

Form No. 10

3A

Company No. 799607

26.



Resolution of
GEORGE BLACKETT LIMITED

At an Extraordinary General Meeting of the above-named Company held on 29th October, 1976 the following Special Resolution was passed:-

SPECIAL RESOLUTION

"That the authorised share capital of the Company be increased to £5,500

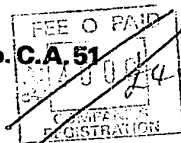
J. F. Blackett
Chairman



No. of Company: 799607

form No. C.A. 51

1.12.83



THE COMPANIES ACTS 1948 TO 1980

(COPY) SPECIAL resolution (1)

Fee Transferred
CN 22669
Blackstock
12/1/84

pursuant to section 141 of the Companies Act 1948
of GEORGE BLACKETT

Passed the 17TH day of NOVEMBER 1983 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at DOBSON HOUSE, REGENT CENTRE, GOSFORTH, NEWCASTLE/TYNE

on the 17TH day of NOVEMBER 1983

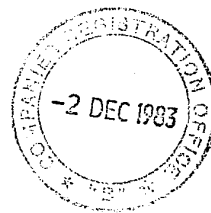
the following (1) ORDINARY RESOLUTION was duly passed:-

(2) SPECIAL

'THAT the name of the Company be changed to

BLACKETT (UK) LIMITED

RES. FOR PUBLIC FILE
NO ACTION TAKEN



[Signature]
Company Secretary



Backdays
£80 - 2
001207

NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.



Printed & Supplied by:-

Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

Number of Company: 0199607 ✓

13/2.0

52

THE COMPANIES ACTS 1948 TO 1980

Form No. CA 50
ACCEPT UNSTAMPED & 40

REG/CN 22669

SIGNED *R. I. Stewart*

DATE 12/11/84

[COPY]

special resolution(s)

of GEORGE BLACKETT Limited

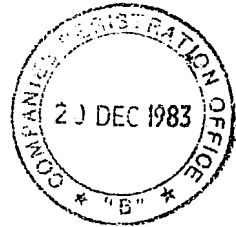
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at DOBSON HOUSE, REGENT CENTRE, GOSFORTH, NEWCASTLE UPON TYNE NE3 3LT

on the 17th day of November 19 83

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT the name of the Company be changed to

BLACKETT (UK) LIMITED ✓



R. I. Stewart

R. I. STEWART
Company Secretary ✓



NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Printed & Supplied by:-
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 (ex: 261010)

FILE COPY



53

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 799607

I hereby certify that

GEORGE BLACKETT LIMITED

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

BLACKETT (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

24TH JANUARY 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

C.172

COMPANY NUMBER: 799607

THE COMPANIES ACT 1948
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BLACKETT (UK) LIMITED

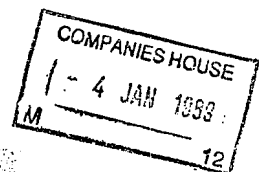
passed on *20th December* 1988

At an Extraordinary General Meeting of the above named Company duly convened and held on *20th December* 1988 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

- B. THAT the Memorandum of Association of the Company be amended by deleting Clause 3 and substituting therefor the provisions set out in Clause 3 of the Memorandum of Association contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman thereof and that the regulations comprising the Articles of Association contained in the said document be and the same are hereby 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.

.....
Director



THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

OF

BLACKETT (UK) LIMITED

1. The Name of the Company is "Blackett (UK) Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on in all their respective branches all or any of the businesses of builders, building contractors, bricklayers, masonry and general construction contractors, demolition contractors, shop front fitters, painters, plasterers, decorators, polishers, paper hangers, plumbers, glaziers, woodworkers, mechanical, electrical and general engineers, civil engineers, sanitary engineers, metal and alloy makers, refiners and workers, tool makers, electricians, carriers and haulage contractors, estate agents and managers, property owners and developers, house furnishers, public works contractors and contractors generally.
 - (ii) To contract, execute, carry out, equip, improve, work and advertise, houses, buildings and constructions of every kind, roadways, watercourses, sewage, drainage and other sanitary works, and water, gas, electric and other supply works.
 - (iii) To carry on all or any of the businesses of merchants and dealers in brick, timber, hardware and other building requisities, builders merchants, brick and tile, terracotta makers, marble manufacturers, masons, electrical and general engineers, metal founders, carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.

- (iv) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or re-sale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or any interest therein.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in

- experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
 - (I) To act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
 - (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
 - (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
 - (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
 - (M) To receive money on deposit upon such terms as the Company may approve.
 - (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
 - (O) To borrow or raise money upon such terms and in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed raised or owing by the Company by mortgage charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital, and also by any similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person firm or company, of any obligation or liability undertaken by the Company or any other person firm or company as the case may be, and to purchase, redeem or pay off

any such securities.

- (P) To give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging, charging, or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by a combination of such methods, the performance of the obligations or liabilities of any person, firm or company (and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company in business) and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- (Q) To subsidise, or lend money to, or give credit to, any person, firm or company (with or without security).
- (R) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company, or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (S) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.
- (T) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (U) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

- (V) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (W) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the Press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (X) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (Y) To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Z) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.
- (AA) To distribute any of the property of the Company in specie among the shareholders.
- (BB) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or

unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5.* The share capital of the Company is £5,500 divided into 5,500 Ordinary Shares of £1 each.

* On the 29th October 1976 the Share Capital was increased from £5,000 to £5,500.

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
---	--

GEORGE BLACKETT "Stornoway" Palmerston Forest Hall Newcastle upon Tyne	One
--	-----

Haulage Contractor

ELIZABETH ALEXANDRA BLACKETT "Stornoway" Palmerston Forest Hall Newcastle upon Tyne	One
---	-----

Secretary

DATED the 21st day of March 1964

WITNESS to the above Signatures:-

A. BACKERS
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

of

BLACKETT (UK) LIMITED

(As adopted by Special Resolution passed on the
20th day of December 1988)

PRELIMINARY

1. (a) The regulations contained in Table A as prescribed by regulations made pursuant to section 8 of the Companies Act 1985 in force at the date of adoption of these Articles (which Table is hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded or are inconsistent with these Articles.
- (b) The regulations in Table A numbered 41, 52, 64, 73, 74, 75, 77, 84, 94, 95 and 97 shall not apply and the regulations in Table A numbered 24, 45, 46, 53, 79 and 81 shall apply with the modifications set out below. Subject as aforesaid, and in addition to the remaining regulations in Table A, the following shall be the Articles of Association of the Company.
- (c) In these Articles:-
 - (i) "the holding company" means the Company (if any) which for the time being is the ultimate holding company of the Company within the terms of Section 736 of the Companies Act.
 - (ii) "the Companies Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

SHARES

2. The share capital of the Company is *£5,500 divided into 5,500 Ordinary shares of £1 each.
3. (a) Subject to the provisions of these Articles and of the Companies Act any unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may with the prior consent of the holding company allot, grant options over or otherwise dispose of them to such persons (including any Director), on such terms and conditions and at such time or times as they may think proper but so that no shares shall be issued at a discount.
- (b) The Directors are hereby generally and unconditionally authorised (provided that the prior consent of the holding company shall have been obtained as aforesaid) pursuant to the Companies Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act) to the amount of the authorised but unissued share capital of the Company at the

* On 29th October 1976 the Share Capital was increased from £5,000 to £5,500.

date of the adoption of these Articles provided that this authority shall expire on the day preceding the fifth anniversary of the adoption of these Articles save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.

- (c) Section 89(1), section 90(1) to (5) and section 90(6) of the Companies Act are hereby excluded in their application to allotments by the Company of equity securities (as defined in section 94 thereof).
4. Subject to the provisions of the Companies Act any shares may be issued on the terms that they are, or at the option of the Company or the holder thereof are liable, to be redeemed on such terms and in such manner as the Company may from time to time by ordinary resolution determine.

TRANSFER OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 in Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

7. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

8. A poll may be demanded by any member having the right to vote at the Meeting Regulation 46(b) in Table A shall not apply.

9. No notice need be given of a poll.

DIRECTORS

10. (a) Unless and until otherwise determined by the Company in general meeting the number of Directors (other than alternate Directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and Table A.

(b) The holding company may at any time and from time to time in writing appoint any person to be a Director of the Company.

POWERS OF DIRECTORS

11. The Directors may by resolution exercise all the powers of the Company to make provision (in connection with the cessation or the

transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company) for the benefit of persons employed or formerly employed by the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

12. Meetings of the Directors convened and held by way of telex, telephone and other means of communication shall constitute valid meetings of the board of Directors.

MANAGING DIRECTOR

13. (a) The Directors may with the consent of the holding company from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other executive office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may with the consent of the holding company remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of this Article and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.
- (b) A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company.

RETIREMENT AND REMOVAL OF DIRECTORS

14. A Director shall not retire by rotation. Reference in Table A to the rotation of Directors shall not apply.

15. Notwithstanding anything in these regulations or in Table A or in any agreement between the Company and such Director a Director may be removed from office:-

- (a) by the holding company by notice in writing signed on behalf of the holding company which shall be effective immediately upon its delivery to the Registered Office of the Company;
- (b) by the Company by extraordinary resolution of which special notice has been given in accordance with section 379 of the Companies Act.

Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

16. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor

shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

17. Regulation 81(d) in Table A shall not apply. In addition to the remaining provision of regulation 81 the office of Director shall be vacated if the Director:-

- (a) not being a Managing Director or a Director holding an executive office for a fixed period, resigns his office by notice in writing to the Company; or
- (b) being a Managing Director or a Director holding an executive office, is dismissed from such office; or
- (c) is given notice pursuant to regulation 14 of these Articles by the holding company.

NOTICES

18. Notice of every general meeting shall be given in any manner authorised by Table A to the holding Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE BLACKETT
"Stornoway"
Palmersville
Forest Hall
Newcastle upon Tyne

Haulage Contractor

ELIZABETH ALEXANDRA BLACKETT
"Stornoway"
Palmersville
Forest Hall
Newcastle upon Tyne

Secretary

DATED the 21st day of March 1964

WITNESS to the above Signatures:-

A. BACKERS
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

COMPANY NUMBER: 799607

THE COMPANIES ACT 1948
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BLACKETT (UK) LIMITED

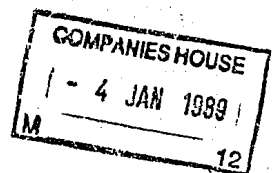
passed on *20th December* 1988

At an Extraordinary General Meeting of the above named Company duly convened and held on *20th December* 1988 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

- A. That each one of the 5,000 Deferred Shares of £1 each in the capital of the Company be and is hereby redesignated as one Ordinary Share of £1 ranking *pari passu* in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.

X.....X
HCP
Director





Declaration in relation to assistance for the acquisition of shares.

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1995

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

To the Registrar of Companies

For official use

Company number

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

799607

Name of company

* BLACKETT (UK) LIMITED

Note Please read the notes on page 3 before completing this form.

* insert full name of company

I/We o Bruce Cook of 8 Green Howards Road, Richmond, Yorkshire

o insert name(s) and address(es) of all the directors

and

Alan Thornton of 28 Polwarth Road, Brunton Park, Gosforth,

Newcastle Upon Tyne

† delete as appropriate

[the sole director] [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever is inappropriate

(a) that of a (recognised bank) [licensed institution] † within the meaning of the Banking Act 1979

(b) that of a person authorised under section 9 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the purpose of that acquisition]. †

The number and class of the shares acquired or to be acquired is: 5,500 Ordinary Shares of £1 each of the Company

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED JORDAN HOUSE BRUNSWICK PLACE LONDON N1 6EE TELEPHONE 01 253 3030 TELEX 2610 0



Presentor's name address and reference (if any): DJMW/MS Ingledew Botterell Milburn House Dean Street Newcastle Upon Tyne NE1 1NP

For official Use General Section Post room [Stamp]

The assistance is to be given to: (note 2) _____

Bruce Cook (Road Planing) Limited, 211 Cambuslang Road, Cambuslang, Glasgow

('the Purchaser')

Please do not
write in
this margin

Please complete
legitly, preferably
in black type, or
bold block letteri

The assistance will take the form of:

The entry into and performance by the the Company of the obligations set out in a Facility Letter dated 10 January 1990 from Bank of Scotland ('the Bank') to the Purchaser and the Company and the execution of the following Security Documents in favour of the Bank pursuant thereto:-

- 1) Guarantee ('Guarantee').
- 2) Debenture ('Debenture').
- 3) First Legal Charge in respect of the Company's land and buildings at Wesley Way, Longbenton, Newcastle Upon Tyne, ('Legal Charge') (Title Number NY 198360) ('the Property').
- 4) Letter of Offset.
- 5) Assignment of Life Policies effected upon the lives of each of Messrs Bruce Cook and Alan Thornton ('Assignments').

The person who ~~has acquired~~ [will acquire]† the shares is:

The Purcahser

† delete as
appropriate

The principal terms on which the assistance will be given are:

The terms of:-

- (i) The Guarantee under which the Company guarantees the indebtedness of the Purchaser to the Bank up to a principal amount of £1,100,000;
- (ii) the Debenture which secures all liability of the Company to the Bank by fixed and floating charges over all its undertaking and Assets;
- (iii) the Legal Charge which secures all liability of the Company to the Bank by a first Legal Charge on the Property;
- (iv) the Letter of Offset which permits the Bank to hold and apply moneys in any account of the Company in security and/or discharge of any liability of the Purchaser to the Bank;
- (v) the Assignments whereby the Company assigns to the Bank the Life Policies effected on the lives of Messrs Cook and Thornton.

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is 28th February 19 90

Please do not write in this margin

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

* delete either (a) or (b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts.(note 3)

(a)[I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]*(note 3)

~~(b)[The company is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.](note 3)~~

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

Declared at Horsley House, 2, Regent's Canal
Wolverhampton, W.V. 10 9JA

Declarants to sign below

the 28 day of February
one thousand nine hundred and ninety

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

ROBSON
LAIDLER



101 JESMOND ROAD
NEWCASTLE UPON TYNE
NE2 1NH
TEL: 091 281 8191 (4 LINES)
FAX: 091 281 6279

OUR REF. DSB/KG

YOUR REF.

28 February 1990

The Directors
Blackett (UK) Limited
Wesley Way
Benton Square Industrial Estate
Newcastle upon Tyne NE12 9TA

Dear Sirs,

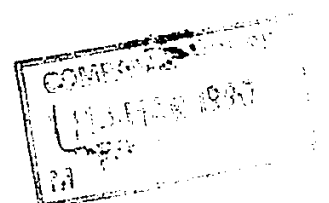
Blackett (UK) Limited
Assisted Purchase of Own Shares

As Auditors we have inquired into the state of affairs of your Company, and we are not aware of anything to indicate that the opinion expressed by you in your statutory declaration made on 28 February 1990 to which this report is annexed, as to any of the matters mentioned in Section 156 (4) (b) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully,

Robson Laidler

CHARTERED ACCOUNTANTS MANAGEMENT SERVICES
PARTNERS: D. S. BRAMLEY F.C.A. A. CLARK F.C.A. G. CRICHTON F.C.C.A. ASSOCIATE: J. R. JACKSON F.C.C.A.



DW65/22

COMPANY NUMBER : 799607

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

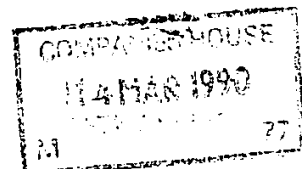
RESOLUTIONS OF BLACKETT (U.K.) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Horsley House, Regent Centre, Gosforth, Newcastle upon Tyne on 28th February 1990 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That Clause 3 of the Memorandum of Association of the Company be amended as follows:-
 - (i) Existing sub-clause (P) be deleted and the following new Sub-Clause (P) substituted and inserted in its place:-

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any and all dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing for the repayment of money and/or discharge of liabilities both present



and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

- (ii) The following new sub-clause (Z) be inserted after sub-clause (Y) (the existing sub-clauses (Z) to (BB) being renumbered (AA) to (CC) respectively):-

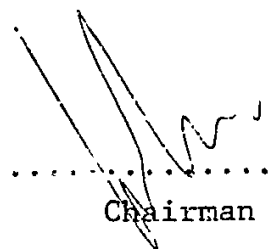
"(Z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding Company for the time being (as defined by Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) and to give such assistance by any means howsoever permitted by law."

(iii) In the final paragraph the words "and so that the objects specified in each paragraph of this clause....." to the end be deleted and substituted by the following words:-

"and so that each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of the objects as if it were the object of a separate Company".

2. That the Articles of Association of the Company be amended by inserting the following new Article 17A as follows:-

"A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or any other entity in which the Company may have an interest. Notwithstanding such interest a Director may vote on any such contract or arrangement or on any matter in which he is interested and be included for the purpose of the 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".


.....
Chairman



Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

Grid for official use

799607

Name of company

*Insert full name of company

* BLACKETT (U.K.) LIMITED

Note Please read notes 1 to 4 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 0 0 9

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 0 0 9 1 9 9 2

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

Signed [Signature] Designation: DIRECTOR Date 28/8/92

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

For official use General Section Post room COMPANIES HOUSE 07 SEP 1992

Company Number: 799607



The Companies Act 1985

Company Limited by Shares

Special Resolutions

-of-

Blackett (UK) Limited

At an Extraordinary General Meeting of the above named Company duly convened and held on 24 November 1990 the following resolutions were duly proposed and passed as Special Resolutions of the Company:-

Special Resolutions

1. That Clause 3 of the Memorandum of Association of the Company be amended as follows:-

- (i) Existing sub-clause (P) be deleted and the following new Sub-Clause (P) substituted and inserted in its place:-

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium or any and all dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person or any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

The following new sub-clause (Z) be inserted after sub-clause (Y) (the existing sub-clauses (Z) to (BB) being renumbered (AA) to (CC) respectively:

"(Z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's Holding Company of the time being (as defined by Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) and to give such assistance by any means howsoever permitted by law:"

(iii) In the final paragraph the words "and so that the objects specified in each paragraph of this clause " to the end be deleted and substituted by the following words:-

"and so that each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of the objects as if it were the object of a separate Company".

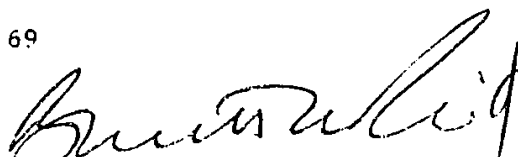
2. That the Articles of Association of the Company be amended by inserting the following new Article 17A as follows:-

"A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or any other entity in which the Company may have an interest. Notwithstanding such interest a Director may vote on any such contract or arrangement or on any matter in which he is interested and be included for the purpose of the 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":

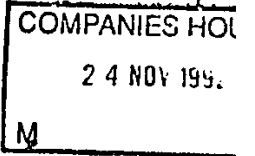
.....
Chairman

Certified a True Copy

PHJ DOC 69


Burnett & Reid, Agents

799607



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

BLACKETT (UK) LIMITED

Burnett & Reid
Advocates
15 Golden Square
Aberdeen
AB9 1JF

COMPANY NO 799607

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BLACKETT ((UK) LIMITED

(As amended by Ordinary Resolution passed 29 October 1976 and Special Resolutions passed 20 December 1988 and 28 February 1990)

1. The name of the Company is Blackett (UK) Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) (i) To carry on in all their respective branches all or any of the businesses of builders, building contractors, bricklayers, masonry and general construction contractors, demolition contractors, shop front fitters, painters, plasterers, decorators, polishers, paper hangers, plumbers, glaziers, woodworkers, mechanical, electrical and general engineers, civil engineers, sanitary engineers, metal and alloy makers, refiners, and workers, tool makers, electricians, carriers and haulage contractors, estate agents and managers, property owners and developers, house furnishers, public works contractors and contractors generally.
 - (ii) To contract, execute, carry out, equip, improve, work and advertise, houses, buildings and constructions of every kind, roadways, watercourses, sewage, drainage and other sanitary works, and water, gas, electric and other supply works.
 - (iii) To carry on all or any of the businesses of merchants and dealers in brick, timber, hardware and other building requisites, builders merchants, brick and tile, terracotta makers, marble manufacturers, masons, electrical and general engineers, metal founders, carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.
 - (iv) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or re-sale and to traffic in any freehold, leasehold or other property/

property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or interest therein.

- (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, or any corporations companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving/

improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit, the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (I) To act as agents for the collection receipt or payment of money and generally to act as agents for and render services to customers and others.
- (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay off or incidental to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures debenture stock.
- (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise, acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To borrow and raise money upon such terms and in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment/

repayment of any money borrowed, raised or owing by the Company by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital, and also by any similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person firm or company, of any obligation or liability undertaken by the Company or any other person firm or company as the case may be, and to purchase, redeem or pay off any such securities.

- (P) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium or any and all dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature, whatsoever and without limiting the generality of the foregoing for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person or any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
- (Q) To subsidise, or lend money to, or give credit to, any person, firm or company (with or without security).
- (R) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance/

advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (S) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and in particular for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (W) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (X) To support or subscribe to any charitable or public object and any institution, society or club, which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards/

towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (Y) To apply for, promote, and obtain any Provisional Order, or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's Holding Company of the time being (as defined by Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) and to give such assistance by any means howsoever permitted by law.
- (AA) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.
- (BB) To distribute any of the property of the Company in specie among the shareholders.
- (CC) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of the objects as if it were the object of a separate Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £5500 divided into 5500 Ordinary shares of £1 each.

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
George Blackett Stornoway Palmersville Forest Hall Newcastle-upon-Tyne Haulage Contractor	One

Elizabeth Alexandra Blackett Stornoway Palmersville Forest Hall Newcastle-upon-Tyne	One
Secretary	

Dated: 21 March 1964

Witness to the above Signatures:

A Backers
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

COMPANY NO 799607

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

BLACKETT (UK) LIMITED

(As amended by Ordinary Resolution passed 29 October 1976 and Special Resolutions passed 20 December 1988 and 28 February 1990)

PRELIMINARY

1. (a) The Regulations contained in Table A as prescribed by regulations made pursuant to section 8 of the Companies Act 1985 in force at the date of adoption of these Articles (which Table is hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded or varied or are inconsistent with these Articles.
- (b) The regulations in Table A numbered 41, 52, 64, 73, 74, 75, 77, 84, 94, 95 and 97 shall not apply and the regulations in Table A numbered 24, 45, 46, 53, 79 and 81 shall apply with the modifications set out below. Subject as aforesaid, and in addition to the remaining regulations in Table A, the following shall be the Articles of Association of the Company.
- (c) In these Articles:
 - (i) "the holding company" means the Company (if any) which for the time being is the ultimate holding company of the Company within the terms of Section 736 of the Companies Act.
 - (ii) "the Companies Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

SHARES

2. The share capital of the Company is £5500 divided into 5,500 Ordinary shares of £1 each.
3. (a) Subject to the provisions of these Articles and of the Companies Act any unissued shares for the time being in the capital of the Company shall/

shall be at the disposal of the Directors who may with the prior consent of the holding company allot, grant options over or otherwise dispose of them to such persons (including any Director), on such terms and conditions and at such time or times as they may think proper but so that no shares shall be issued at a discount.

- (b) The Directors are hereby generally and unconditionally authorised (provided that the prior consent of the holding company shall have been obtained as aforesaid) pursuant to the Companies Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act) to the amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles provided that this authority shall expire on the day preceding the fifth anniversary of the adoption of these Articles save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.
- (c) Section 89(1), section 90(1) to (5) and section 90(6) of the Companies Act are hereby excluded in their application to allotments by the Company of equity securities (as defined in section 94 thereof).

- 4. Subject to the provisions of the Companies Act any shares may be issued on the terms that they are, or at the option of the company or the holder thereof are liable, to be redeemed on such terms and in such manner as the company may from time to time by ordinary resolution determine.

TRANSFER OF SHARES

- 5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

- 6. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 7. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.
- 8. A poll may be demanded by any member having the right to vote at the Meeting. Regulation 46(b) in Table A shall not apply.
- 9. No notice need be given of a poll.

DIRECTORS/

DIRECTORS

10. (a) Unless and until otherwise determined by the Company in general meeting the number of Directors (other than alternate Directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the directors by these Articles and Table A.
- (b) The holding company may at any time and from time to time in writing appoint any person to be a Director of the Company.

POWERS OF DIRECTORS

11. The Directors may by resolution exercise all the powers of the Company to make provision (in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company) for the benefit of persons employed or formerly employed by the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

12. Meetings of the Directors convened and held by way of telex, telephone and other means of communication shall constitute valid meetings of the board of Directors.

MANAGING DIRECTOR

13. (a) The Directors may with the consent of the holding company from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other executive office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may with the consent of the holding company remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of this Article and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.
- (b) A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company.

RETIREMENT/

RETIREMENT AND REMOVAL OF DIRECTOR

14. A Director shall not retire by rotation. Reference in Table A to the rotation of Directors shall not apply.
15. Notwithstanding anything in these regulations or in Table A or in any agreement between the Company and such Director a Director may be removed from office:
- (a) by the holding company by notice in writing signed on behalf of the holding company which shall be effective immediately upon its delivery to the Registered Office of the Company;
 - (b) by the Company by extraordinary resolution of which special notice has been given in accordance with section 379 of the Companies Act.

Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

16. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
17. Regulation 81(d) in Table A shall not apply. In addition to the remaining provision of regulation 81 the office of Director shall be vacated if the Director:
- (a) not being a Managing Director or a Director holding an executive office for a fixed period, resigns his office by notice in writing to the Company; or
 - (b) being a Managing Director or a Director holding an executive office is dismissed from such office or;
 - (c) is given notice pursuant to regulation 14 of these Articles by the holding company.

17A A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or any other entity in which the Company may have an interest. Notwithstanding such interest a Director may vote on any such contract or arrangement or on any matter in which he is interested and be included for the purpose of the 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.

NOTICES

18. Notice of every general meeting shall be given in any manner authorised by Table A to the holding company.

Names, addresses and descriptions of Subscribers

George Blackett
Stornoway
Palmersville
Forest Hall
Newcastle-upon-Tyne

Haulage Contractor

Elizabeth Alexandra Blackett
Stornoway
Palmersville
Forest Hall
Newcastle-upon-Tyne

Secretary

Dated: 21 March 1964

Witness to the above Signatures:

A Backers
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

G

Notice of increase
in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

Company number

799607

Name of company

Blackett (UK) Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 20th May 1993 the nominal capital of the company has been increased by £644500.00 beyond the registered capital of £5500.00

A copy of the resolution authorising the increase is attached.

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:

Ranking pari passu with the existing share capital of the company.

Signed *Donna Cook*

Designation Secretary

Date 20th May 1993

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

Burritt & Reid
15 Golden Square

Aberdeen, Grampian, Scotland
AB9 1JF

DSCL

Jordans

PC SECRETARY SOFTWARE

For official use
D.E.B.

Post room



799607

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
of Blakett (UK) Limited
passed the 20th May 1993

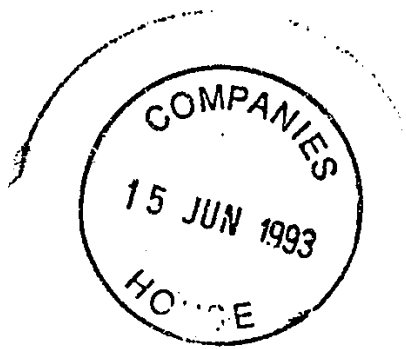
At a general meeting of the members of the above-named company, duly convened and held at Wesley Way, Benton Industrial Estate, Newcastle upon Tyne, on the 20th May 1993, the following ORDINARY RESOLUTION was passed:

INCREASE
AUTHORISED
SHARE CAPITAL

THAT the share capital of the company be increased from £5500.00 to £650000.00 by the creation of the following new shares:

644500 Ordinary shares of £1.00 each ranking in all respects pari passu with the 5500 existing Ordinary shares of £1.00 each in the capital of the company.

Signed: *DL Cook*
Chairman / ~~Secretary~~



799607

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

BLACKETT (UK) LIMITED

Burnett & Reid
Advocates
15 Golden Square
Aberdeen
AB9 1JF



COMPANY NO 799607

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BLACKETT ((UK) LIMITED

(As amended by Ordinary Resolution passed 29 October 1976, Special Resolutions passed 20 December 1988 and 28 February 1990 and Ordinary Resolution passed 20 May 1993)

1. The name of the Company is Blackett (UK) Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) (i) To carry on in all their respective branches all or any of the businesses of builders, building contractors, bricklayers, masonry and general construction contractors, demolition contractors, shop front fitters, painters, plasterers, decorators, polishers, paper hangers, plumbers, glaziers, woodworkers, mechanical, electrical and general engineers, civil engineers, sanitary engineers, metal and alloy makers, refiners, and workers, tool makers, electricians, carriers and haulage contractors, estate agents and managers, property owners and developers, house furnishers, public works contractors and contractors generally.
 - (ii) To contract, execute, carry out, equip, improve, work and advertise, houses, buildings and constructions of every kind, roadways, watercourses, sewage, drainage and other sanitary works, and water, gas, electric and other supply works.
 - (iii) To carry on all or any of the businesses of merchants and dealers in brick, timber, hardware and other building requisites, builders merchants, brick and tile, terracotta makers, marble manufacturers, masons, electrical and general engineers, metal founders, carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.

- (iv) To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or re-sale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated; to make advances upon the security of land or house or other property or interest therein.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and

testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit, the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (I) To act as agents for the collection receipt or payment of money and generally to act as agents for and render services to customers and others.
- (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay off or incidental to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures debenture stock.
- (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise, acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To borrow and raise money upon such terms and in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by the Company by mortgage, charge or lien upon all or any of the

Company's property (both present and future) including its uncalled capital, and also by any similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person firm or company, of any obligation or liability undertaken by the Company or any other person firm or company as the case may be, and to purchase, redeem or pay off any such securities.

- (P) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium or any and all dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature, whatsoever and without limiting the generality of the foregoing for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person or any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
- (Q) To subsidise, or lend money to, or give credit to, any person, firm or company (with or without security).
- (R) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters

aforesaid either alone or in conjunction with any such other company as aforesaid.

- (S) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and in particular for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (W) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (X) To support or subscribe to any charitable or public object and any institution, society or club, which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (Y) To apply for, promote, and obtain any Provisional Order, or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's Holding Company of the time being (as defined by Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) and to give such assistance by any means howsoever permitted by law.
- (AA) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.
- (BB) To distribute any of the property of the Company in specie among the shareholders.
- (CC) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that each of the objects set out in this Clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of the objects as if it were the object of a separate Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £650000 divided into 650000 Ordinary shares of £1 each.

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
George Blakett Stornoway Palmersville Forest Hall Newcastle-upon-Tyne Haulage Contractor	One
Elizabeth Alexandra Blakett Stornoway Palmersville Forest Hall Newcastle-upon-Tyne Secretary	One

Dated: 21 March 1964

Witness to the above Signatures: A Backers
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

COMPANY NO 799607

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

BLACKETT (UK) LIMITED

(As amended by Ordinary Resolution passed 29 October 1976, Special Resolutions passed 20 December 1988 and 28 February 1990 and Ordinary Resolution passed 29 May 1993)

PRELIMINARY

1. (a) The Regulations contained in Table A as prescribed by regulations made pursuant to section 8 of the Companies Act 1985 in force at the date of adoption of these Articles (which Table is hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded or varied or are inconsistent with these Articles.
- (b) The regulations in Table A numbered 41, 52, 64, 73, 74, 75, 77, 84, 94, 95 and 97 shall not apply and the regulations in Table A numbered 24, 45, 46, 53, 79 and 81 shall apply with the modifications set out below. Subject as aforesaid, and in addition to the remaining regulations in Table A, the following shall be the Articles of Association of the Company.
- (c) In these Articles:
 - (i) "the holding company" means the Company (if any) which for the time being is the ultimate holding company of the Company within the terms of Section 736 of the Companies Act.
 - (ii) "the Companies Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

SHARES

2. The share capital of the Company is £650000 divided into 650000 Ordinary shares of £1 each.

3. (a) Subject to the provisions of these Articles and of the Companies Act any unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may with the prior consent of the holding company allot, grant options over or otherwise dispose of them to such persons (including any Director), on such terms and conditions and at such time or times as they may think proper but so that no shares shall be issued at a discount.
 - (b) The Directors are hereby generally and unconditionally authorised (provided that the prior consent of the holding company shall have been obtained as aforesaid) pursuant to the Companies Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Companies Act) to the amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles provided that this authority shall expire on the day preceding the fifth anniversary of the adoption of these Articles save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.
 - (c) Section 89(1), section 90(1) to (5) and section 90(6) of the Companies Act are hereby excluded in their application to allotment by the Company of equity securities (as defined in section 94 thereof).
4. Subject to the provisions of the Companies Act any shares may be issued on the terms that they are, or at the option of the company or the holder thereof are liable, to be redeemed on such terms and in such manner as the company may from time to time by ordinary resolution determine.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

6. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
7. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

8. A poll may be demanded by any member having the right to vote at the Meeting. Regulation 46(b) in Table A shall not apply.
9. No notice need be given of a poll.

DIRECTORS

10. (a) Unless and until otherwise determined by the Company in general meeting the number of Directors (other than alternate Directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the directors by these Articles and Table A.
- (b) The holding company may at any time and from time to time in writing appoint any person to be a Director of the Company.

POWERS OF DIRECTORS

11. The Directors may by resolution exercise all the powers of the Company to make provision (in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company) for the benefit of persons employed or formerly employed by the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

12. Meetings of the Directors convened and held by way of telex, telephone and other means of communication shall constitute valid meetings of the board of Directors.

MANAGING DIRECTOR

13. (a) The Directors may with the consent of the holding company from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other executive office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may with the consent of the holding company remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of this Article and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of

office as the other Directors of the Company and if he cease to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

- (b) A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company.

RETIREMENT AND REMOVAL OF DIRECTOR

- 14. A Director shall not retire by rotation. Reference in Table A to the rotation of Directors shall not apply.
- 15. Notwithstanding anything in these regulations or in Table A or in any agreement between the Company and such Director a Director may be removed from office:
 - (a) by the holding company by notice in writing signed on behalf of the holding company which shall be effective immediately upon its delivery to the Registered Office of the Company;
 - (b) by the Company by extraordinary resolution of which special notice has been given in accordance with section 379 of the Companies Act.

Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

- 16. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
- 17. Regulation 81(d) in Table A shall not apply. In addition to the remaining provision of regulation 81 the office of Director shall be vacated if the Director:
 - (a) not being a Managing Director or a Director holding an executive office for a fixed period, resigns his office by notice in writing to the Company; or
 - (b) being a Managing Director or a Director holding an executive office is dismissed from such office or;
 - (c) is given notice pursuant to regulation 14 of these Articles by the holding company.
- 17A A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or any other entity in which the Company may have an interest. Notwithstanding such interest a Director may vote on any

such contract or arrangement or on any matter in which he is interested and be included for the purpose of the 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.

NOTICES

18. Notice of every general meeting shall be given in any manner authorised by Table A to the holding company.

Names, addresses and descriptions of Subscribers

George Blackett
Stornoway
Palmersville
Forest Hall
Newcastle-upon-Tyne

Haulage Contractor

Elizabeth Alexandra Blackett
Stornoway
Palmersville
Forest Hall
Newcastle-upon-Tyne

Secretary

Dated: 21 March 1964

Witness to the above Signatures: A Backers
10 Queens Terrace
Wallsend
Tyne & Wear

Clerk

NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.