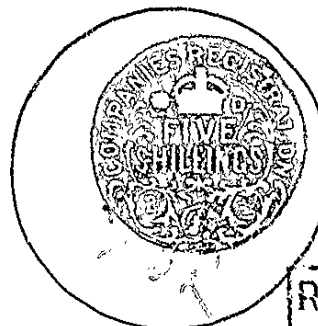


"THE COMPANIES ACT, 1929."



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

REGISTERED

4 JUN 1942

Declaration of Compliance with the requirements of the
Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf
of a Company proposed to be registered as _____

DEBDS (PUBLIC S)

LIMITED.

presented for registration by

ENTRONS: ENRONS 2445 (3 Lines).

TELEGRAMS: "DUNLETTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2
and 37, Surrey Street, Strand, London, W.C. 2

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

I Percy Walter Barrett

of 51, Osterley Road, Osterley

(*) Here insert either:
"A Solicitor of the
Supreme Court en-
gaged in the forma-
tion,"

or
"A person named in
the Articles of
Association as a Direc-
tor (or Secretary)
"whichever the case."

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

of

Deeds (Builders) Limited,

and That all the requirements of the Companies Act, 1929, 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 Hounslow in the
County of Middlesex

the 28th day of May

one thousand nine hundred and forty two

before me,

Robertson

P.W. Barrett

15

DECLARATION OF COMPLIANCE

DELEDS (BUILDERS)

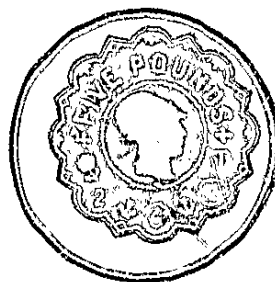
LIMITED.

No. of Certificate

374293

Form No. 25.

COMPANY LIMITED BY SHARES.



DEEDS (BUILDERS) LIMITED.

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

REGISTERED

4 JUN 1942

This Statement must accompany the Memorandum of Association, and other Documents when lodged for registration of the Company.

Presented for registration by

SHAW & BLAKE LTD
LLOYD BUILDING
LONDON

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2

THE NOMINAL CAPITAL

OF

DEEDS (BUILDERS) LIMITED,

is One thousand Pounds,

divided into One thousand Members Shares
of 10/- each and Five Hundred Ordinary Shares
of One Pound each.

Signature *A. H. Marsh*

To be signed by
an Officer
of the Company.

Description Director

Dated the 23th day of May 1942

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

COMPANY LIMITED BY SHARES.

STATEMENT

OF THE

NOMINAL CAPITAL

OF

DEEDS (BUILDERS)

LIMITED.

374293

3



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

REGISTERED

4 JUN 1942

Memorandum of Association

OF

DEEDS (BUILDERS) LIMITED.

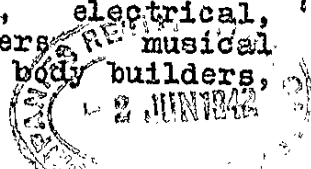
1. The name of the Company is "DEEDS (BUILDERS) LIMITED".

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

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

(A) To establish and carry on the business or businesses of builders and building contractors, decorators, joiners, plumbers, sanitary, heating and lighting engineers, metal workers, road, drainage, sewage and cartage contractors, bridge builders, builders merchants, and dealers in stone, clay, sand, ballast, lime, bricks, hardware, ironmongery and other building requisites; timber merchants, saw mill proprietors, dealers in and manufacturers of joinery of every description, furniture, portable buildings, wooden buildings, huts, caravans, horticultural and agricultural buildings and appliances, cabinet makers, french polishers and upholsterers and manufacturers of, and dealers in wooden articles of every description.

(B) To establish and carry on the business or businesses of brick, tile, terra cotta, pottery and glass makers, breeze block and concrete block makers and manufacturers of all manner of concrete and cement articles, wireless, electrical, aeronautical and motor engineers, musical instrument makers, coach and motor body builders,



coal merchants, shipbuilders, monumental masons, house furnishers, undertakers and exporters and importers of and dealers in all articles and things which may form part of or be used in connection with any of the matters aforesaid and manufacturers of any of the articles or things capable of manufacture in which the Company is empowered to deal.

- (C) To establish and carry on the business or businesses of dealers in land and properties of all descriptions, and to lay out land for building purposes, gravel pit and quarry owners, landscape gardeners and makers of sports grounds and pleasure gardens, amusement contractors, travel agents and couriers, house, land and estate agents, auctioneers, insurance agents and brokers, garage proprietors, jobmasters, removal contractors and warehousemen, ship, barge and lighter owners and haulage contractors for the conveyance of passengers and goods.
- (D) To employ such properly qualified persons and experts as may seem to the Company expedient for the promotion of these objects and to remunerate them out of or in proportion to the returns or profits of the Company or otherwise as the Company may think fit.
- (E) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (F) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (G) To take out, apply for and acquire by original grant or by transfer, or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (H) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (I) To invest the money of the Company in any manner that the Company may think fit.
- (J) To enter into partnership or joint purse agreement with or to make any agreement or arrangement

with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.

- (K) To sell the whole or any part of the undertakings of the Company for cash, shares, debentures or any other consideration.
- (L) To acquire by purchase or otherwise and either for cash, shares, or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (M) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (N) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (O) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (P) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (Q) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (R) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (S) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

- (T) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (U) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (V) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1000 divided into 1000 Founders Shares of 10/- each and 500 Ordinary Shares of £1 each.

6. The Company takes power to increase or reduce its Capital from time to time and to issue any of its Shares for the time being, either at par or at a premium. In the event of the Company increasing its Capital, it may attach to any new Shares such preferential, deferred or special rights, privileges and conditions as the Company by Extraordinary Resolution shall determine, and the same may from time to time be varied in any like manner, but so that no preference or right attached to or belonging to any class of shares shall be in any sense modified or interfered with, unless the consent, in writing, of at least three-fourths of the issued Shares of the class affected be first obtained.

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.
<p><i>W. Barrow.</i> <i>51 Osterley Road</i> <i>Isleworth.</i></p>	<p><i>One Founder.</i></p>
<p><i>Company Director</i></p> <p><i>Dr. Marsh</i> <i>169. Reading Rd.</i> <i>Wokingham. Berks.</i> <i>Company Director.</i></p>	
	<p><i>One Founder.</i></p>

DATED this *28th* day of *Aug.* 1942 .

WITNESS to the above signatures :-

M. F. BUTLER

915 High Street

Member

Accountant

Member

374293



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



Articles of Association

OF

DEEDS (BUILDERS) LIMITED.PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the Clauses of Table A numbered 11, 12, 13, 14, 15, 16, 23, 24, 25, 26, 27, 28, 29, 42, 50, 64, 66, 69, 72, 101 and 104 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

W & BLAKE
LLOYD

SHARES

3. No Shares shall be issued unless fully paid.

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The Directors may at any time in their absolute uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly; if the Directors refuse to register a transfer of any Shares they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal as required by Section 66, of the Companies Act, 1929.

BORROWING POWERS

8. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose.

The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

PROCEEDINGS AT GENERAL MEETINGS

10. Subject to the provisions of Section 117 (2) of the Act, relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are entitled under the regulations of the Company to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one third of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent of the paid up Capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

13. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote and Clause 59 of Table A shall be modified accordingly.

DIRECTORS

14. The number of the Directors, until otherwise determined by the Company in General Meeting, shall be not less than two nor more than five and Clause 79 of Table A shall be modified accordingly.

15. The first Directors of the Company shall be DOROTHY MAUD MARSH, JOHN JOSEPH LEVI MARSH, PERCY WALTER

BAILETT and HARRY EDWARD CHITTY and each of them shall be entitled to hold such office so long as he shall be the holder of Founders Shares in the Capital of the Company to the nominal value of at least £10 or until he shall become disqualified from any of the causes specified in Article 17 hereof, and accordingly Clauses 73 to 77 and Clause 80 of Table "A" shall not apply to them.

16. The qualification of every Director shall be the holding in his own right and as sole holder of Shares of the Company to the nominal value of not less than £10. A Director may act before acquiring his qualification, but shall acquire his qualification within two calendar months of being appointed a Director.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated :-

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind.
- (c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment.
- (d) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.
- (e) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Companies Act 1929.
- (f) If he give the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

18. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

PROCEEDINGS OF DIRECTORS

19. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution

signed by all the Directors shall be as effective as a resolution of the Board of Directors.

20. The Directors may from time to time entrust to and confer upon the Managing Director or Directors all or any of the powers of the Directors (excepting the power to make calls, issue, allot or forfeit shares, borrow money or issue debentures) as they shall see fit.

RESOLUTION WITHOUT MEETING

21. Any resolution signed by all the Members for the time being of the Company entitled to vote shall be as valid and effectual as a resolution passed in the ordinary manner by the members assembled in General Meeting, but this clause shall not apply to a resolution passed in respect of any matter which by the Statutes or these presents ought to be dealt with by Resolution passed by the Members assembled in General Meeting.

WINDING-UP

22. With the sanction of an Extraordinary Resolution of the Members, any part of the assets of the Company, including any Shares in or securities of other companies, may be divided among the Members of the Company in specie, or may be invested in trustees for the benefit of such Members, and the liquidation of the Company may be closed, and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.

INDEMNITY

23. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. W. Barrett.
57 Osterley Road
Isleworth
Company Director

J. M. Marsh
169. Reading Rd.
Wokingham. Berks.
Company Director.

DATED this 28th day of Aug. 1942.

WITNESS to the above signatures :.

M. J. Bates

W. H. H. H. H.

W. H. H. H.

Accountant

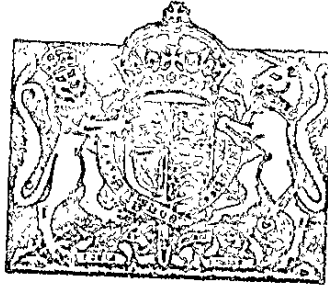
Share

MEMO. & ARTS. OF ASSN.
PRINTED BY LITHOGRAPHIC
PRESSING BY SHAW & BLAKE LTD.

ON 23 MAY 1942

J.W. D. Amended

No. 374293



Certificate of Incorporation

I Hereby Certify,

That

DEEDS (BUILDERS) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Llandudno

Given under my hand at ~~London~~ this fourth day of June One

Thousand Nine Hundred and forty-two.

Registrar of Companies.

Certificate received by | J. H. & Blake Ltd.

P.L.

Date 4/6/42

Private

- of -

DEEDS (BUILDERS) LIMITED

Passed 5th November, 1954

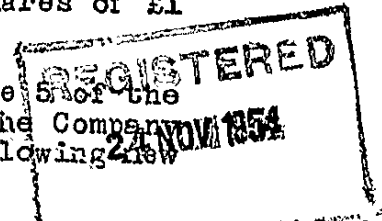


At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on Friday, the 5th day of November, 1954, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. That the conditions contained in clause 5 of the Memorandum of Association of the Company be altered as follows:-
 - (a) by converting the 1,000 Founders Shares of 10s. each in the capital of the Company (all of which have been issued and are fully paid) into Stock.
 - (b) by reconverting the £500 Stock of the Company arising from the conversion effected by sub-clause (a) of this Resolution into 500 Shares of £1 each fully paid ranking pari passu in all respects with and having the same rights attached to them as the existing Ordinary Shares of £1 each of the Company.
 - (c) by deleting the whole of clause 5 of the Memorandum of Association of the Company and substituting therefor the following new clause 5:-

"5. The Capital of the Company is £1,000 divided into 1,000 Shares of £1 each."
2. That clause 6 of the Memorandum of Association of the Company be deleted.
3. That the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
4. That whereas there is reason to doubt that there has for some time past been, or is now, a properly constituted Board of the Company, this Meeting hereby ratifies and confirms everything done, or purported to be done by the Board, or purported Board of the Company as recorded in the Minutes or purported Minutes in the books of the Company of the Board since the 8th day of October 1945.



105

J. C. Pidduck
J. C. PIDDUCK
Chairman

24 NOV 1954
18

Filed by

ESTABLISHED 1850.

HEPBURN & SONS LIMITED.

Directors: S. F. HEPBURN, Chairman MAJOR A. Q. COOPER D.S.O., A.C. IF A. COOPER, Managing Director

Printers & Law Stationers

Works:
10-24, SCRUTTON ST., E.C.2
Law Department:
41/42, WOOL EXCHANGE, E.C.2.

DAY AND
NIGHT



SERVICE

Tel 36
MONARCH 0172
NIGHT SERVICE 213

41/42, WOOL EXCHANGE,
COLEMAN STREET,
LONDON, E.C.2

November 23rd 1954.

The Registrar of Joint
Stock Companies.

WE HEREBY CERTIFY that the RESOLUTIONS
and ARTICLES OF ASSOCIATION of DEEDS
(BUILDERS) LIMITED were printed by Type
Lithography.

HEPBURN & SONS LIMITED


Manager.

Chaimen.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

N E W

Articles of Association

OF

DEEDS (BUILDERS) LIMITED

(Adopted by Special Resolution passed on the
day of , 1954.

I. - GENERAL

1. Neither the regulations contained in Table "A" of the First Schedule to the Companies Act, 1929 nor the regulations contained in Table "A" (hereinafter referred to as "Table A") of the First Schedule to the Companies Act, 1948, shall apply to the Company, except in so far as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.

2. References in these Articles to clauses of Table "A" shall, except where otherwise indicated, refer to Clauses in Part I of Table "A".

3. Clause I of Table "A" shall apply to the construction of these Articles.

4. The Company shall be a Private Company within the meaning of the Act, and accordingly:-

(A) The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares:

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued, after the determination of that employment, to be Members of the Company) is limited to 50, but so that, for

the purpose of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member:

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company:

(D) The Company shall not have power to issue share warrants to bearer.

II. - SHARE CAPITAL AND VARIATION OF RIGHTS.

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

6. Clauses 2 and 3 of Table "A" shall apply.

7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. This Article shall not be read as implying the necessity for any such consent or sanction in any case in which but for this Article the object involved could have been effected without it under the provisions contained in these regulations.

8. Clauses 5 to 10 inclusive of Table "A" shall apply.

III. - LIEN

9. Clauses 11 to 14 inclusive of Table "A" shall apply.

IV. - CALLS ON SHARES

10. Clauses 15 to 21 inclusive of Table "A" shall apply.

V. - TRANSFER OF SHARES

11. Clauses 22, 23 and 25 to 28 inclusive of Table "A" shall apply.

VI. - TRANSMISSION OF SHARES

12. Clauses 29 to 32 inclusive of Table "A" shall apply.

VII. - FORFEITURE OF SHARES

13. Clauses 33 to 39 inclusive of Table "A" shall apply.

VIII. - CONVERSION OF SHARES INTO STOCK

14. Clauses 40 to 43 inclusive of Table "A" shall apply.

IX. - ALTERATION OF CAPITAL

15. Clauses 44 to 46 inclusive of Table "A" shall apply.

X. - GENERAL MEETINGS

16. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

17. Clauses 48 and 49 of Table "A" shall apply.

XI. - NOTICE OF GENERAL MEETINGS

18. Clauses 50 and 51 of Table "A" shall apply.

XII. - PROCEEDINGS AT GENERAL MEETINGS

19. Clause 52 of Table "A" shall apply.

20. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as otherwise provided in these regulations two Members present in person or by proxy shall be a quorum.

21. Clause 54 of Table "A" shall apply.

22. Subject to the provisions of the Act, a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

23. Clauses 55 to 61 inclusive of Table "A" shall apply.

XIII. - VOTES OF MEMBERS

24. Clauses 62 to 73 inclusive of Table "A" shall apply.

XIV. - CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

25. Clause 74 of Table "A" shall apply.

XV. - DIRECTORS

26. The number of Directors shall not be less than two nor more than five.

27. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of Directors, and in the absence of the Director whom he represents to attend and vote thereat accordingly: Provided always that no such appointment of any person not being a Director shall be operative unless or until the approval of the Directors by a majority consisting of not less than two-thirds of the whole of the Directors shall have been given thereto. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine: Provided that if any Director retires by rotation but is re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

28. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

29. Clauses 76 and 77 of Table "A" shall apply.

30. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may exercise the

voting power conferred by the shares in any other company held or owned by the Company in such manner, in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall have power to grant to any Director required to go abroad or to render any special or extraordinary service such special remuneration for the services rendered as they may think proper.

32. A Director may hold any office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director and he or his firm may act in a professional capacity to the Company on such terms (as to remuneration and otherwise) as the Directors may determine.

XVI. - BORROWING POWERS.

33. 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.

XVII. - POWERS AND DUTIES OF DIRECTORS

34. Clauses 80 to 83 inclusive of Table "A" shall apply.

35. No Director, by virtue of his office, shall be disqualified 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 avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract

or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid and if he do so vote his vote shall be counted and he may be reckoned for the purpose of constituting a quorum of the Directors.

36. Clauses 85 and 86 of Table "A" shall apply.

37. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension provident 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 service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

XVIII. - DISQUALIFICATION OF DIRECTORS

38. Clause 88 of Table "A" shall apply

XIX. - ROTATION OF DIRECTORS

39. At the Annual General Meeting in each year one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. A retiring Director shall hold office until the dissolution of the meeting at which his successor is elected.

40. Clauses 90 to 97 inclusive of Table "A" shall apply.

XX. - PROCEEDINGS OF DIRECTORS

41. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director, due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

42. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes, the chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

43. Clauses 100 to 105 inclusive of Table "A" shall apply.

44. A Resolution in writing signed by all the Directors for the time being in the United Kingdom if constituting a majority of the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held. Such resolution may consist of several documents in the like form each signed by one or more of the Directors.

XXI. MANAGING DIRECTOR

45. Clauses 107 to 109 inclusive of Table "A" shall apply.

XXII. - SECRETARY

46. Clauses 110 to 112 inclusive of Table "A" shall apply.

8.

XXIII. - THE SEAL

47. Clause 113 of Table "A" shall apply.

XXIV. - DIVIDENDS AND RESERVE

48. Clauses 114 to 122 inclusive of Table "A" shall apply.

XXV. - ACCOUNTS

49. Clauses 123 to 127 inclusive of Table "A" shall apply.

XXVI. - CAPITALISATION OF PROFITS

50. Clauses 128 and 129 of Table "A" shall apply

XXVII. - AUDIT

51. Clause 130 of Table "A" shall apply.

XXVIII. - NOTICES

52. Clauses 131 to 134 inclusive of Table "A" shall apply.

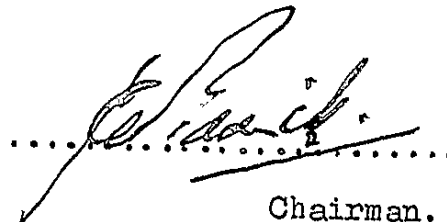
XXIX. - WINDING UP

53. Clause 135 of Table "A" shall apply.

XXX. - INDEMNITY

54. Clause 136 of Table "A" shall apply.

IT IS CERTIFIED that this is a true copy of the new Articles of Association adopted by Special Resolution at an Extraordinary General Meeting held on the 5th November, 1954.

.....

Chairman.

of
any

374293

36

Form No. 28

THE COMPANIES ACT 1948



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

of the
of
Company

DEEDS (BUILDERS)

LIMITED



Created by

ASHURST, MORRIS, CRISP & CO.,

17, Throgmorton Avenue,

London, E. C. 2

101

The Solicitors' Law Stationery Society, Limited

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

DEEDS (BUILDERS)

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that at an Extraordinary General Meeting held at London Scottish Works,
Hertford Road, London Road, Barking, Essex, on the 5th day of
November, 1954, the Company, by Special Resolution:

- (a) converted the 1,000 Founders Shares of 10s. each in the capital of the Company (all of which were issued and fully paid up) into Stock,
- and (b) reconverted the £500 Stock of the Company arising from the conversion effected by (a) above into 500 Shares of £1. each fully paid ranking pari passu in all respects with and having the same rights attached to them as the existing Ordinary Shares of £1. each of the Company.

(Signature)

(State whether Director or Secretary)

Secretary

Dated the

Seventeenth

day of

November

1954

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

Charles

Lib 24/4

or

-

Filed by
Charles Warren, Clerk



coal merchants, shipbuilders, monumental masons, house furnishers, undertakers and exporters and importers of and dealers in all articles and things which may form part of or be used in connection with any of the matters aforesaid and manufacturers of any of the articles or things capable of manufacture in which the Company is empowered to deal.

- (C) To establish and carry on the business or businesses of dealers in land and properties of all descriptions, and to lay out land for building purposes, gravel pit and quarry owners, landscape gardeners and makers of sports grounds and pleasure gardens, amusement contractors, travel agents and couriers, house, land and estate agents, auctioneers, insurance agents and brokers, garage proprietors, jobmasters, removal contractors and warehousemen, ship, barge and lighter owners and haulage contractors for the conveyance of passengers and goods.
- (D) To employ such properly qualified persons and experts as may seem to the Company expedient for the promotion of these objects and to remunerate them out of or in proportion to the returns or profits of the Company or otherwise as the Company may think fit.
- (E) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (F) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (G) To take out, apply for and acquire by original grant or by transfer, or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same, or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (H) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (I) To invest the money of the Company in any manner that the Company may think fit.
- (J) To enter into partnership or joint purse agreement with or to make any agreement or arrangement

with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.

- (K) To sell the whole or any part of the undertakings of the Company for cash, shares, debentures or any other consideration.
- (L) To acquire by purchase or otherwise and either for cash, shares, or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (M) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (N) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (O) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (P) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (Q) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (R) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (S) To promote the Company's interest by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

(T) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(U) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(V) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

✓ 5. The Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

✓ 6. Deleted

Original Clause 5 deleted and new Clause 5 substituted by Special Resolution passed on the 5th November 1954.

Clause 6 deleted by Special Resolution passed on the 5th November 1954

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
<p>P. W. BARRETT, 51, Osterley Road, Isleworth.</p> <p>Company Director.</p>	<p>One Founders</p>
<p>D. M. MARSH, 169, Reading Rd., Wokingham, Berks.</p> <p>Company Director.</p>	<p>One Founders</p>

DATED this 28th day of May 1942

WITNESS to the above signatures :-

M. F. BUTLER,
215, High Street,
Hounslow,
Mddx.

Accountant

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Deeds (Builders) Limited

Special Resolution

Passed 6th August, 1957.

WE, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company and in pursuance of the power in that behalf contained in the Articles of Association of the Company and of Section 141 (2) of the Companies Act, 1948, DO HEREBY RESOLVE as a SPECIAL RESOLUTION:—

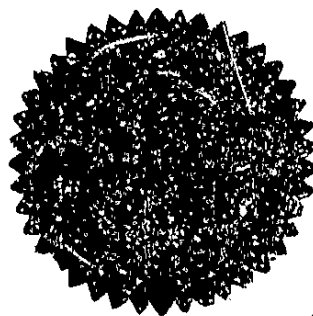
"That the name of the Company be changed to
DEEDS (HOUNSLOW) LIMITED."

Dated this sixth day of August, 1957.

THE COMMON SEAL of P. WINN
(BARKING) LIMITED was hereunto
affixed in the presence of:—

J. C. PIDDUCK, Director.

G. C. HOWARD, Secretary.



J. C. PIDDUCK.

R. C. S. GODELMAN.

1954

667
Company Number 374293



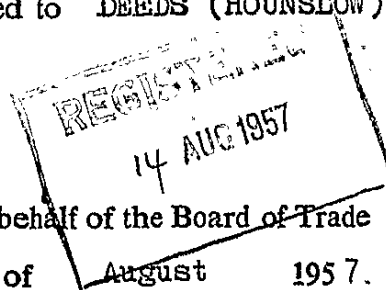
B

Reference: C.R.98/607/57

BOARD OF TRADE,
COMPANIES ACT, 1948

DEEDS (BUILDERS) Limited

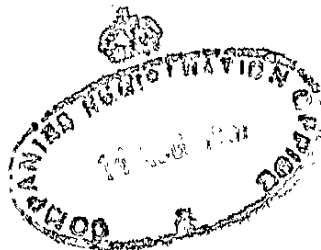
Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to DEEDS (HOUNSLOW) LIMITED



Signed on behalf of the Board of Trade

this fourteenth

day of August 1957.



[Signature]
Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FILE.

No. 374293

44



Certificate of Incorporation on Change of Name

Whereas

DEEDS (BUILDERS) LIMITED

was incorporated as a limited company under the

Companies Act, 1929,

on the fourth day of June, 1942

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

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

DEEDS (HOUNSLOW) LIMITED

Given under my hand at London, this fourteenth day of August One thousand nine hundred and fifty seven.

A. J. Mansel
Registrar of Companies.

Certificate received by

Christie & Co. for Robert Co

Date

16 Aug 57

2286

COMPANIES
REGISTRATION
SPECIAL RESOLUTIONS

of

DEEDS (HOUNSLOW) LIMITED

12/31
REGISTERED

4 NOV 1966

At an Extraordinary General Meeting of the above-named

Company duly convened and held on Wednesday, the 28th

day of September, 1966, the following Resolutions were duly passed as

Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered in manner following, that is to say by adding after sub-clause (N) of Clause 3 thereof a new sub-clause to be numbered 3(N)(i):-

"3(N)(i) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or a holding company (as defined as aforesaid) of the Company's holding company or otherwise associated with the Company in business."

2. That the Directors of the Company be and they are hereby authorised and directed to affix the Seal of the Company to a Supplemental Trust Deed to secure £500,000 in nominal amount $8\frac{1}{4}$ per cent. Debenture Stock of Winn Industries Limited and also £1,000,000 in nominal amount $7\frac{1}{2}$ per cent. Debenture Stock of Winn Industries Limited constituted by a Trust Deed of 14th June, 1965, between Winn Industries Limited (1) certain subsidiaries of Winn Industries Limited (2) and Pearl Assurance Company Limited (3) to be secured (inter alia) by a first floating charge on the undertaking of the Company and all its property and assets for the time being both present and future including any uncalled capital for the time being as specified in the said Supplemental Trust Deed in the form of the draft Supplemental Trust Deed produced to this Meeting and for purposes of identification subscribed by the Chairman thereof with such additions and modifications (if any) as the Directors may approve.

We hereby certify that this document
has been produced by the Multilith
Offset-Lithography process.

As test, Morris Crisp & Co., Solicitors,
1, Abchurch Lane, London, E.C.4.

Director/Secretary



MEMORANDUM OF ASSOCIATION

DEEDS (HOUNSLOW) LIMITED
(Subsidiary of P. WINN (BARKING) LIMITED)
(Reprinted December 1966)

REGISTERED
21 MAR 1967

1. The name of the Company is "DEEDS (BUILDERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
- (A) To establish and carry on the business or businesses of builders and building contractors, decorators, joiners, plumbers, sanitary, heating and lighting engineers, metal workers, road, drainage, sewage and cartage contractors, bridge builders, builders merchants, and dealers in stone, clay, sand, ballast, lime, bricks, hardware, ironmongery and other building requisites; timber merchants, saw mill proprietors, dealers in and manufacturers of joinery of every description, furniture, portable buildings, wooden buildings, huts, caravans, horticultural and agricultural buildings and appliances, cabinet makers, french polishers and upholsterers and manufacturers of, and dealers in wooden articles of every description.
- (B) To establish and carry on the business or businesses of brick, tile, terra cotta, pottery and glass makers, breeze block and concrete block makers and manufacturers of all manner of concrete and cement articles, wireless, electrical, aeronautical and motor engineers, musical instrument makers, coach and motor body builders, coal merchants, shipbuilders, monumental masons, house furnishers, undertakers and exporters and importers of and dealers in all articles and things which may form part of or be used in connection with any of the matters aforesaid and manufacturers of any of the articles or things capable of manufacture in which the Company is empowered to deal.
- (C) To establish and carry on the business or businesses of dealers in land and proprietors of all descriptions, and to lay out land for building purposes, gravel pit and quarry owners, landscape gardeners and makers of sports grounds and pleasure gardens, amusement contractors, travel agents and couriers, house, land and estate agents, auctioneers, insurance agents and brokers, garage proprietors, jobmasters, removal contractors and ware-housemen, ship, barge and lighter owners and haulage contractors for the conveyance of passengers and goods.

Name changed to "Deeds (Hounslow) Limited" by a Special Resolution passed 6th August 1957

ASHURST, MORRIS, CRADOCK & CO.

SOLICITORS.

17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

21 MAR 1967

- (D) To employ such properly qualified persons and experts as may seem to the Company expedient for the promotion of these objects and to remunerate them out of or in proportion to the returns or profits of the Company or otherwise as the Company may think fit.
- (E) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (F) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (G) To take out, apply for and acquire by original grant or by transfer, or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (H) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (I) To invest the money of the Company in any manner that the Company may think fit.
- (J) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (K) To sell the whole or any part of the undertakings of the Company for cash, shares, debentures or any other consideration.
- (L) To acquire by purchase or otherwise and either for cash, shares, or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (M) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (N) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (N) (i) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding
- Adopted by a Special Resolution dated 28th September 1966

company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or a holding company (as defined as aforesaid) of the Company's holding company or otherwise associated with the Company in business

- (O) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds.
- (P) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (Q) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (R) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (S) To promote the Company's interest by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (T) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (U) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (V) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

6. Deleted

4

Original Clause 5 deleted and new Clause 5 substituted by Special Resolution passed on the 5th November 1954.

Clause 6 deleted by Special Resolution passed on the 5th November 1954.

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
P. W. BARRETT, 51, Osterley Road, Isleworth. Company Director	One Founders
D. M. MARSH, 169 Reading Road, Wokingham, Berks. Company Director	One Founders

DATED this 28th day of May, 1942.

WITNESS to the above signatures :-

M. F. BUTLER,
215, High Street,
Hounslow,
Middlesex.

Accountant.

I HEREBY certify that this is a true copy of the Memorandum of Association of the Company as altered by a Special Resolution passed on the 28th September 1966.


Director

5/

We hereby certify that this document
has been produced by the Multilith
Offset-Lithography process.

Ashurst Morris Crisp & Co.
Ashurst, Morris Crisp & Co., Solicitors,
17, Throgmorton Avenue, London, E.C.2.

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

DEEDS (HOUNSLOW)
LIMITED

At an extraordinary general meeting of the company duly convened and held on 18th December, 1972 the following resolution was proposed and duly passed as a Special Resolution of the company:

SPECIAL RESOLUTION

"That the articles of association of the company be amended by the substitution for the existing articles of association of the new, articles of association appearing in the proof produced to the meeting and for the purpose of identification initialled by the Chairman.

P. Linnell

Secretary

Cor 79 Grosvenor St.

W I.



ARTICLES OF ASSOCIATION

of

DEEDS (HOUNSLOW) LIMITED

(Adopted by Special Resolution dated
18th December 1972)

I. GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, parts 1 and 11, in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.

2. The Company shall be a private company and regulations 24 and 53 of Part 1 of Table A shall not apply.

11. SHARES

3. The share capital at the date of the adoption of these articles is £1,000 divided into 1,000 Ordinary Shares of £1. each.

4. All unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine.

11. LIEN

5. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation 11 of Part 1 of Table A shall be construed accordingly.

IV. PROXIES

6. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be produced at any meeting at which the person named in the Instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part 1 of Table A shall not apply.

7. The first Directors of the company shall be nominated in writing by the subscribers to the Memorandum of Association and the number of Directors shall not be less than two.

Regulation 75 of Part 1 of Table A shall not apply.

8. 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 debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company of any third party.

Regulation 79 of Part 1 of Table A shall not apply.

9. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

10. Any Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine.

11. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and regulations 89 to 95 inclusive shall not apply.

VI. ALTERNATE DIRECTORS

12. Any Director may, by writing under his hand, appoint any person (whether a Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of the Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

13. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

14. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meeting of the Directors.

15. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

R

VII. DIVISIONAL DIRECTORS

16. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:-

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any Divisional Director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (iii) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind, or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office by a resolution of the Board.
- (iv) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these articles and no Divisional Director shall be entitled to attend or be present at any meetings of the Board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.

No:

374293

77
THE COMPANIES ACT, 1929

and

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

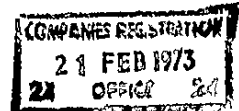
MEMORANDUM OF ASSOCIATION
(reprinted December, 1966)

and

NEW
ARTICLES OF ASSOCIATION
(Adopted 18th December, 1972)

of

DEEDS (HOUNSLON) LIMITED



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

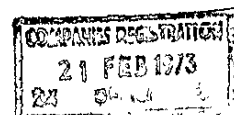
DEEDS (HOUNSLOW) LIMITED

(Subsidiary of P. WINN (BARKING) LIMITED)

(Reprinted December 1966)

1. The name of the Company is "DEEDS (BUILDERS) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To establish and carry on the business or businesses of builders and building contractors, decorators, joiners, plumbers, sanitary, heating and lighting engineers, metal workers, road, drainage, sewage and cartage contractors, bridge builders, builders' merchants, and dealers in stone, clay, sand, ballast, lime, bricks, hardware, ironmongery and other building requisites; timber merchants, saw mill proprietors, dealers in and manufacturers of joinery of every description, furniture, portable buildings, wooden buildings, huts, caravans, horticultural and agricultural buildings and appliances, cabinet makers, french polishers and upholsterers and manufacturers of, and dealers in wooden articles of every description.
 - (B) To establish and carry on the business or businesses of brick, tile, terra cotta, pottery and glass makers, breeze block and concrete block makers and manufacturers of all manner of concrete and cement articles, wireless, electrical, aeronautical and motor engineers, musical instrument makers, coach and motor body builders, coal merchants, shipbuilders, monumental masons, house furnishers, undertakers and exporters and importers of and dealers in all articles and things which may form part of or be used in connection with any of the matters aforesaid and manufacturers of any of the articles or things capable of manufacture in which the Company is empowered to deal.
 - (C) To establish and carry on the business or businesses of dealers in land and proprietors of all descriptions, and to lay out land for building purposes, gravel pit and quarry owners, landscape gardeners and makers of sports grounds and pleasure gardens, amusement contractors, travel agents and couriers, house, land and estate agents, auctioneers, insurance agents and brokers, garage proprietors, jobmasters, removal contractors and warehousemen, ship, barge and lighter owners and haulage contractors for the conveyance of passengers and goods.

Name changed to "Deeds (Hounslow) Limited" by a Special Resolution passed 6th. August 1957



- (D) To employ such properly qualified persons and experts as may seem to the Company expedient for the promotion of these objects and to remunerate them out of or in proportion to the returns or profits of the Company or otherwise as the Company may think fit.
- (E) To carry on any other business similar to or complementary to the foregoing businesses or which, in the opinion of the Company, can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (F) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (G) To take out, apply for and acquire by original grant or by transfer, or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (H) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (I) To invest the money of the Company in any manner that the Company may think fit.
- (J) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (K) To sell the whole or any part of the undertakings of the Company for cash, shares, debentures or any other consideration.
- (L) To acquire by purchase or otherwise and either for cash, shares, or debentures in the Company or any other consideration any other business or any interest therein which, in the opinion of the Company, may be conveniently or profitably combined with the business of the Company.
- (M) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (N) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (N) (i) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding

Adopted by a
Special
Resolution
dated 28th.
September
1966.

company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or a holding company (as defined as aforesaid) of the Company's holding company or otherwise associated with the Company in business.

- (O) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds.
- (P) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (Q) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (R) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (S) To promote the Company's interest by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (T) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (U) To do all or any other acts and things which, in the opinion of the Company, may be conducive or incidental to the objects of the Company.
- (V) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

- 4. The liability of the Members is limited.
- 5. The Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 6. Deleted.

Original Clause 5 deleted and new Clause 5 substituted by
Special Resolution passed on the 5th. November 1954.

Clause 6 deleted by Special Resolution passed on the
5th. November 1954.

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
P. W. BARRETT, 51, Osterley Road, Isleworth. Company Director	One Founders
D. M. MARSH, 169, Reading Road, Wokingham, Berks: Company Director	One Founders

DATED this 28th. day of May, 1942.

WITNESS to the above signatures:-

M. F. BUTLER,
215, High Street,
Hounslow,
Middlesex.
Accountant.

I HEREBY certify that this is a true copy of the
Memorandum of Association of the Company as altered
by a Special Resolution passed on the 28th. September, 1966.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DEEDS (HOUNSLOW) LIMITED

(Adopted by Special Resolution dated
18th December 1972)

1. GENERAL

1. Subject as hereinafter provided the regulations contained in Table A, parts 1 and 11, in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.
2. The Company shall be a private company and regulations 24 and 53 of Part 1 of Table A shall not apply.

11. SHARES

3. The share capital at the date of the adoption of these articles is £1,000 divided into 1,000 Ordinary Shares of £1. each.

4. All unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times for such consideration and upon such terms and conditions as the Directors may determine.

III. LIEN

5. The Company's lien on shares shall extend to all shares including fully paid up shares and regulation 11 of Part 1 of Table A shall be construed accordingly.

IV. PROXIES

6. The Instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notariially certified copy of that power or authority shall be produced at any meeting at which the person named in the Instrument wishes to vote by that person before he votes and in default of such production any vote cast by that person shall not be counted.

Regulation 69 of Part 1 of Table A shall not apply.

7. The first Directors of the company shall be nominated in writing by the subscribers to the Memorandum of Association and the number of Directors shall not be less than two.

Regulation 75 of Part 1 of Table A shall not apply.

8. 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 debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company of any third party.

Regulation 79 of Part 1 of Table A shall not apply.

9. A Director may vote as a Director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the Directors at the meeting.

10. Any Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration as the Directors may determine.

11. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Regulations 84(2) and 84(4) and regulations 89 to 95 inclusive shall not apply.

VI. ALTERNATE DIRECTORS

12. Any Director may, by writing under his hand, appoint any person (whether a Director or Member of the Company or not) to be his alternate, and such alternate shall be entitled, in the absence of the Director whom he represents, to attend and vote at meetings of the Directors but the appointment of a person who is not a Director must be approved by at least two-thirds of the Directors before becoming effective. A Director may at any time, by notice in writing to the Secretary left at the registered office of the Company, revoke the appointment of his alternate and appoint another person in his place and if a Director dies or ceases to hold the office of Director the appointment of his alternate shall thereupon determine.

13. Every person acting as an alternate Director shall be an officer of the Company but shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be such proportion of the remuneration payable to the Director appointing him as he and that Director shall agree.

14. Where a Director has given to the Secretary notice of his absence from the United Kingdom and is represented by an alternate Director, due notice of any meeting of the Directors shall be given to such alternate Director, but an alternate Director shall not otherwise be entitled to receive notice of meeting of the Directors.

15. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing in addition to his own vote.

VII. DIVISIONAL DIRECTORS

16. The Directors shall have power from time to time by resolution to appoint any one or more persons to the office of Divisional Director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:-

- (i) The appointment, tenure of office, remuneration (if any) and scope of duties of a Divisional Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of a Divisional Director, except that no act shall be done that would impose any personal liability on any Divisional Director except with his full knowledge and consent.
- (ii) The Directors may also from time to time remove any Divisional Director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Divisional Director and the Company.
- (iii) The appointment of a person to be a Divisional Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Divisional Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a Divisional Director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under section 188 of the Act, or if he resigns his office or is removed from office by a resolution of the Board.
- (iv) A Divisional Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Companies Act 1948 or these articles and no Divisional Director shall be entitled to attend or be present at any meetings of the Board or of any committee of Directors unless the Directors shall require him to be in attendance.
- (v) A Divisional Director shall attend meetings of the Directors and of any committee of the Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge experience and advice.

No. 374293

178

10

The Companies Acts 1948 to 1967

Company Limited by Shares

Special Resolution

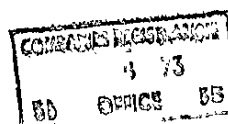
of

DEEDS (HOUNSLOW) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 79 Grosvenor Street, London, W.1. on 26th day of February 1973 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company

"That the name of the Company be changed to
DEEDS LIMITED"


Chairman





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 374293 / 79

I hereby certify that

DEEDS (HOUNSLOW) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

DEEDS LIMITED

Given under my hand at London the **13th March 1973**

(N. TAYLOR)
Assistant Registrar of Companies



Number of } 374293
Company } 101

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

D E E D S

LIMITED

Passed 1st July, 1981.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Deeds Way, Vicarage Farm Road, HOUNSLOW, Middlesex,

on the First day of July, 1981, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the present Clause (N) (i) of the Company Memorandum be deleted and substituted with the following:

- (N) (i) "To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any subsidiary company or any company associated with the Company whether engaged in a similar business to the Company or otherwise."

Signature

Chairman

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



Number of } 374293
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

DEEDS

LIMITED

Passed 23rd October, 1981.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Deeds Way, Vicarage Farm Road, HOUNSLOW, Middlesex

on the 23rd day of October, 1981, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

5. "That the Authorised Share Capital of the Company be increased from £1,000 to £100,000 by the creation of 99,000 Ordinary Shares of £1 each to rank pari-passu in all respect with the existing Ordinary Shares of the Company".

Signature

A. B. Majbrada

Chairman

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).



G

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

1105

374293

Name of Company

*delete if
inappropriate

D E E D S	Limited*
-----------	----------

†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

~~extraordinary~~ resolution of the company dated 23rd October, 1981

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 99,000 beyond the registered capital of £ 1,000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
99,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)

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:

To rank pari-passu in all respect with
the existing Ordinary Shares of the
Company.

Please tick here if
continued overleaf

☐

†delete as
appropriate

Signed

[Director] [Secretary] Date 23rd October, 1981

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

Arnold, Dell & Co.,
4, Overton Road,
London, N14 4SY

For official use
General section

Post room



Number of } 3 7 4 2 9 3
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

D E E D S

LIMITED

Passed 1st July, 1981.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Deeds Way, Vicarage Farm Road, HOUNSLOW, Middlesex,

on the First day of July, 1981, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the present Clause (N) (i) of the Company Memorandum be deleted and substituted with the following:

- (N) (i) "To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any subsidiary company or any company associated with the Company whether engaged in a similar business to the Company or otherwise."

Signature

Chairman

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

2
2

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

To the Registrar of Companies

For official use

Company number

1219

374293

Name of company

* insert full name of company

DEEDS 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 as shown below:

Day Month

3 1 12

† 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 1 1 2 1 9 8 6

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 _____

Signed

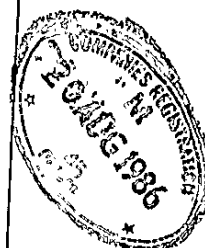
[Director][Secretary] Date 18th August, 1986

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

ARNOLD, DELL & CO.,
4, Overton Road,
London, N14 4SY

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

374293

Name of company

* DEEDS LIMITED

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same.
Please read notes 1 to 5 overleaf before completing this form.

2. 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

31 03

3. 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

31 03 1993

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

MITIE GROUP PLC

, company number SC 19230

the accounting reference date of which is 31 March.

5. 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 the second part of section 225(4) 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

6. Signed

Designation: SECRETARY

Date 5 Aug 1992

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

THE SECRETARY

For official use
D.E.B.

Post room

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

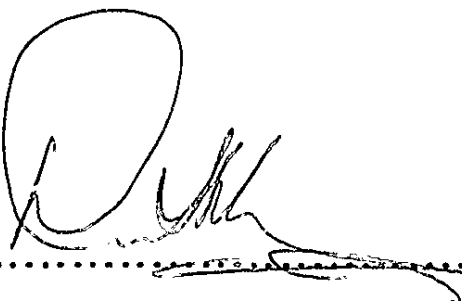
DEEDS LIMITED

Passed on the 1 day of February 1993

At an Extraordinary General Meeting of the Members of the above-name Company, duly convened and held on the 1 day of February 1993, the following SPECIAL RESOLUTION was passed :-

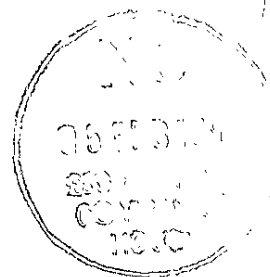
That the name of the Company be changed to

MTTE Deeds Limited



Chairman

R/O The Stable Block
Barley Wood
Wreington
Avon
BS18 7SA.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 374293

I hereby certify that

DEEDS LIMITED

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

MITIE DEEDS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 11 FEBRUARY 1993

J. A. Joseph.
J. A. JOSEPH

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

• insert full name
of company

5 the copy must be
printed or in some
other form approved
by the registrar

To the Registrar of Companies

For official use

Company number

--	--	--	--

374293

Name of company

* MITE DELLS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26 MARCH 1993 the nominal capital of the company has been
increased by £ 125,000 beyond the registered capital of £ 100,000.

A copy of the resolution authorising the increase is attached.5

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 follow:

RANKING PARI PASSU WITH THE EXISTING SHARE CAPITAL
OF THE COMPANY

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed  [Director][Secretary]† Date 29 March 1993

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 0EE
TELEPHONE 01 253 3030
TELEX 201010



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

For official Use
General Section

Post room

COMPANIES HOUSE	
- 7 APR 1993	
M	65