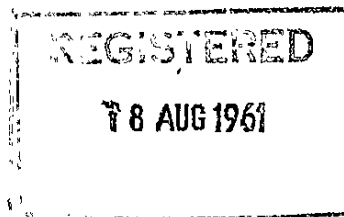


NO. OF COMPANY.....701203/1

10.1.41

THE COMPANIES ACT, 1948.



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

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF
COMPANY

J.D. TIGHE & COMPANY (MIDLAND)

LIMITED.

CAT. No. CF.41.

CS11 216421

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



Rollit Forrell & Co. Ltd.,
10, Cecilia Lane,
Bloombury, London, W.C.1.

10 10 1961

I,ARTHUR WILLIAM BOWES.....
of.....Cogan House Bowlalley Lane in the City and County of Kingston.....
upon Hull.....

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court
engaged in the formation] [~~a person named in the Articles of Association as a~~
Director/Secretary];--

of.....

.....J. D. TIGHE & COMPANY (MIDLAND).....LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters
precedent to the registration of the said Company and incidental thereto have
been complied with, And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at.....the City and County of.....
Kingston upon Hull.....

the.....3rd.....day of.....August.....

One thousand nine hundred and.....sixty.....one

before me,



A Commissioner for Oaths (b)



NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

NO. OF COMPANY.....

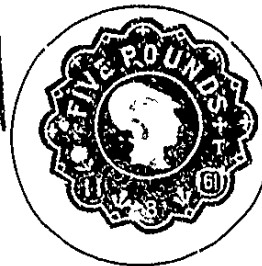
701203

2

REGISTERED

18 AUG 1961

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY.....

J.D. TIGHE & COMPANY (MIDLAND)

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 1,000

Signature.....

L. W. Hyatt

Date.....

3rd August 1961

Description.....

Subscriber.....

This Statement must be signed by an officer of the Company.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. No. C.A.25.

53025 (P) 11

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Rollit Petrell & Eldon,

Cogan House, Cowdrey Lane,

HULL.

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



701203

1/3



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

**J. D. TIGHE & COMPANY (MIDLAND)
LIMITED.**

18 AUG 1961

1. The Name of the Company is "J. D. TIGHE & COMPANY (MIDLAND) 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 carry on the businesses of Painters, Decorators, Paint and Varnish Manufacturers, Paper Manufacturers, Wholesalers and Retailers of Paint and Decorative Materials of all kinds, Builders, Joiners and Joinery Manufacturers, Plasterers, Public Works Contractors, Stone Masons, Civil and Constructional Engineers, Plumbers, Sanitary Engineers, Heating Engineers, Electrical Engineers, Gas Engineers, Brick and Tile Manufacturers, Slaters, Tilers, Repairers of Property, Roadmakers, Paviers, Owners of and Dealers in Land and Property, Haulage, Transport and Cartage Contractors, Carriage and Motor Body Builders, Motor Engineers and Garage Proprietors, Timber Merchants and Importers, Builders' Merchants, Manufacturers of Artificial Stone and of Prefabricated Buildings, House, Shop and Office Fitters and Furnishers and Sand and Gravel Setters.
 - (B) To manufacture, buy, sell, and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds necessary for carrying on the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (F) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien, upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.
5. The Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Lawrence Dundas Grealy,</i> <i>255, Watbourne Avenue West,</i> <i>Agua.</i></p> <p><i>Solicitor's Managing Clerk</i></p> <p><i>Margaret Mary Dobb.</i> <i>Leicester Lodge.</i> <i>Cherry Burton.</i> <i>Bewley.</i> <i>East Yorks.</i></p>	<p><i>One</i></p> <p><i>One.</i></p>
<p><i>Solicitor.</i> TOTAL SHARES TAKEN.</p>	<p><i>Two.</i></p>

Dated this *Thirtieth* day of *August* 1961

Witness to the above Signatures :-

John Betty

143 Applemere Road,

Bottlingham.

East Yorks

Solicitors Clerk.



The Companies Act, 1948



COMPANY LIMITED BY SHARES

REGISTERED

Articles of Association 18 AUG 1961

OF

J.D. TIGHE & COMPANY (MIDLAND) LIMITED.

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being herein-after called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say. Clauses 24 and 53 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company except that paragraph (a) of Clause 2 shall be read as if the words "in manner hereinafter prescribed" were omitted therefrom.

SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is £1, 000 divided into 1, 000 Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their

right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

9. Until the appointment of the first Directors the Subscribers hereto may exercise the powers of the Directors, but shall not be required to hold any qualification beyond one Share each, and shall not be entitled to any remuneration.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

DISTRIBUTION OF CAPITAL PROFITS.

12. The Company in General Meeting may from time to time and at any time pass a Resolution to the effect that any surplus moneys representing Capital Profits or Increment in the hands of the Company, whether arising from the sale or other realisation of Capital assets of the Company or received in respect of any Capital assets or represented by Shares or other property received as consideration or part consideration for the sale or realisation of any Capital Assets of the Company or any investments representing any such surplus moneys as aforesaid, or howsoever otherwise arising may be divided amongst the Members of the Company by way of a Capital distribution in proportion to the Capital paid up or deemed to be paid up on the Shares held by them respectively, and so that for the purpose of this provision surplus moneys representing Capital Profits or Increment shall mean moneys, shares or other property in the hands of the Company over and above other assets sufficient to answer the whole of the liabilities and paid-up share capital of the Company, and any such resolution shall be effective and shall be carried into effect by the Directors accordingly. Where any difficulty arises in respect of any such distribution as aforesaid, the Directors may settle

the same as they think expedient and fix the value for distribution of any Shares or investments, and may determine the cash payments to be made to any Members on the footing of the value so fixed in order to adjust the rights of the Members, and may vest any such Shares or investments in trustees upon such trusts for the persons entitled as may seem expedient to the Directors.

WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Lawrence Edmund Gray.
255, Westbourne Square West,
Hull.

Solicitor's managing clerk

Margaret Mary Dobb,
Leicester Lodge,
Cherry Burton,
Bewerley,
East Yorks.,
Solicitor.

Dated this *Thirteenth* day of *August* 19 *61*

Witness to the above Signatures :-

Jean Batty
43 Appleshoch Road
Birmingham
East Yorks
Solicitor's clerk.

No. C. 173

DUPLICATE FOR THE FILE

No. 701203



Certificate of Incorporation

I Hereby Certify, that

J.D. TIGHE & COMPANY (MIDLAND) LIMITED

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

Given under my hand at London this Eighteenth day of
August One Thousand Nine Hundred and Sixty one.

Assistant Registrar of Companies.

Certificate
received by }



Date

Number of } 701,203
Company } 11

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

Special Resolution

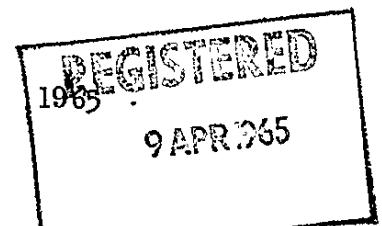
(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

J.D. TIGHE & COMPANY (MIDLAND)

LIMITED.

Passed the Second day of April



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Redbourne Mere, Kirton Lindsey, Lincs. Lincs. Lincolnshire

On the Second day of April 1965, the following Special Resolution was duly passed:--

"THAT the capital of the Company be increased to £2,000 by the creation of 1,000 ordinary shares of £1 each such shares to rank pari passu with the existing ordinary shares in the capital of the Company"

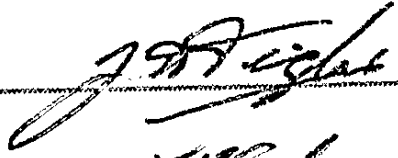
A handwritten signature in dark ink, appearing to read "J.D. Tighe".

Chairman.



* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate of Incorporation must be completed and signed by a Director and the Secretary of the Company within 15 DAYS after the passing of the Resolution.

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the§ 18th day of August 19 61 .

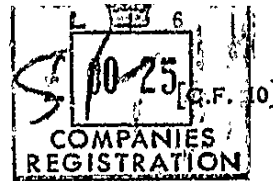
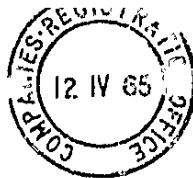

..... Director.


..... Secretary.

§ Insert " 1st July 1948 " or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

17

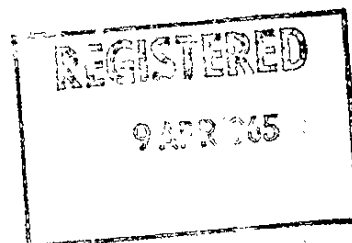
No. of COMPANY.....701,203



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF
COMPANY.....

J.D.TIGHE & COMPANY (MIDLAND)

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

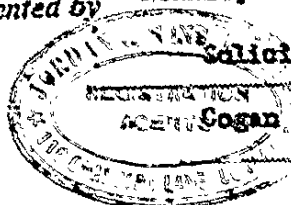
Cal. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

SI004 (V) □

Presented by **Hollit, Farrell & Bladon,**



Solicitors,

Cogan House, Boulalley Lane,

HULL.



CL53

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

J.D.TIGHE & COMPANY (MIDLAND) LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) a Special Resolution of the Company dated the Second day of April 1965, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,000 beyond the registered Capital of £ 1,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
1,000	Ordinary	<u>£1. 0. 0.</u>

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

The new Shares will rank *pari passu* in all respects with the existing Shares in the Capital of the Company.

None of the new Shares ^{is a} ~~are~~ Preference Shares, and are (b) [not] ~~redemtable~~.

(Signature) J.D. Tighe

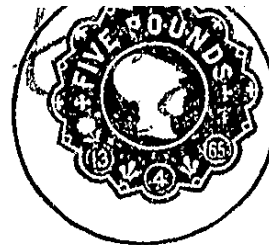
Director

(State whether Director, or Secretary)

Dated the Second day of April 1965

- (a) "Ordinary," "Extraordinary" or "Special"
(b) Delete as appropriate.

NO. OF COMPANY.....701,203.....



Inland
Revenue
Duty Stamp
to be
impressed
here,

COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY.....

J.D. TIGHE & COMPANY (MIDLAND).....LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

9 APR 1965

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 2nd April 1965 been increased by the addition thereto of the sum of £1,000 beyond the Registered Capital of £1,000

Signature.....

Director

Date 2nd April 1965

Description.....

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 6, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA25.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

SP704 (2)

Presented for registration by

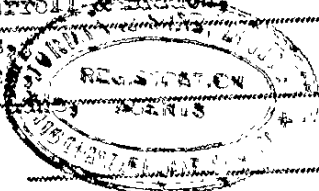
Rollit, Farroll & Barton,

Solicitors,

Cogan House,

Bowditch Lane,

Full.



CL54

THE COMPANIES ACTS 1948 - 1967

SPECIAL RESOLUTION

of

J. D. TIGHE & COMPANY (MIDLAND) LIMITED

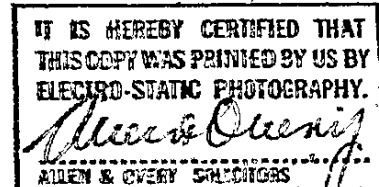
Passed on the 15th day of November, 1967

At an Extraordinary General Meeting of the Members of the above-named Company held at Seaton Buildings, Jameson Street, Hull, on the 15th day of November, 1967 the following Resolution was duly passed as a Special Resolution of the Company

R E S O L U T I O N

That the regulations contained in the printed document now produced to the Meeting and signed by the Chairman for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

J D Tighe
CHAIRMAN



THE COMPANIES ACTS 1948-1967

Certified as the
Articles of Association
adopted by Special
Resolution passed on
15th November, 1967

COMPANY LIMITED BY SHARES.

CHAIRMAN

ARTICLES OF ASSOCIATION

OF

J. D. TIGHE & COMPANY (MIDLAND) LIMITED

PRELIMINARY.

1. Subject as herein provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A") shall apply to the above-named LIMITED (in these Articles called "the Company").

2. (A) Regulation I of Part II of Table A shall be deemed to be deleted and the following substituted therefor:-

"1. Regulations 4, 22, 24, 53, 75 to 77, 87 to 94, 106 to 108, 135 and 136 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company,"

(B) These Articles of Association and those regulations in Parts I and II of Table A incorporated herein shall take effect subject to the requirements of the Companies Act, 1967 (as modified or re-enacted from time to time) and of every other Act for the time being in force concerning joint stock companies and affecting the Company.

(C) In these Articles "the Statutes" shall mean The Companies Acts 1948 and 1967 and every other Act for the time being in force concerning joint stock companies and affecting the Company.

SHARE CAPITAL.

3. The Share Capital of the Company at the date of adoption of these Articles is £ 2,000 divided into 2,000 Ordinary Shares of £1 each.

4. (A) Unless otherwise determined by the Company by Ordinary Resolution or otherwise agreed in writing by the holders of all the Ordinary shares for the time being issued, all unissued shares shall before issue be offered for subscription to the members in proportion as nearly as the circumstances will admit to the number of shares then held by them.

(B) Any such offer as aforesaid shall be made by notice specifying the number and class of shares and the price at which the same are offered and limiting the time (not being less than 28 days, unless the member to whom the offer is to be made otherwise agrees) within which the offer if not accepted will be deemed to be declined.

(C) Subject as aforesaid all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

(D) Without prejudice to any special rights or privileges attached to any then existing shares in the Capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto, as the Company by Ordinary Resolution may direct, or, if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed.

TRANSFER OF SHARES.

5. (A) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee), and the transferor shall be deemed to

remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Shares of different classes shall not be comprised in the same instrument of transfer.

(B) No share shall in any circumstances be allotted transferred to or renounced in favour of any infant bankrupt or person of unsound mind.

MODIFICATION OF CLASS RIGHTS.

6. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

LIEN AND CALLS ON SHARES.

7. In Regulation 11 of Part I of Table A the words and brackets "(not being a fully-paid share)" and "(other than fully-paid shares)" shall be deemed to be deleted.

8. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

GENERAL MEETINGS.

9. (A) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

(B) The penultimate sentence in Regulation 47 of Part I of Table A shall be deemed to be deleted.

(C) Regulation 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

(D) The penultimate paragraph of Regulation 58 of Part I of Table A shall be modified by inserting after the words "or lost" the words "or not carried by a particular majority".

DIRECTORS.

10. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company be less than two in number.

11. (A) The last sentence in Regulation 95 of Part I of Table A shall be deemed to be deleted.

(B) The Directors shall not be subject to retirement by rotation and the last sentence of Regulation 97 of Part I of Table A shall be deemed to be deleted.

(C) The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:-

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notice of such meetings."

12. The Directors shall be entitled to be paid out of the funds of the Company all their travelling, hotel and other expenses, properly incurred by them in and about the business of the Company, including their expenses of travelling to and from meetings of the Directors, or Committee Meetings, or General Meetings. The Directors may be paid out of the funds of the Company by way of ordinary remuneration (which shall be deemed to accrue from day to day) for their services as Directors (as distinct from remuneration as the holders of any Executive or other office) such sum as the Company shall, by Ordinary Resolution from time to time, determine. Unless the Company shall by Ordinary Resolution direct to the contrary such remuneration shall be divided between the Directors in such shares as they shall agree and in default of agreement it shall be divided between them equally.

13. A Director need not hold any share qualification, but a Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

14. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf. Any such appointment or removal shall take effect when the Notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

15. A Resolution in writing signed or approved by letter, telegram or telex by every member of the Board for the time being entitled to receive notice of a meeting of the Directors, shall have the same effect and validity as a Resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

ALTERNATE DIRECTORS.

16. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other

Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company. A Director retiring at a General Meeting of the Company who is re-elected a Director at the same meeting shall not for the purposes of this Article be deemed to have vacated his office as a Director.

DISQUALIFICATION OF DIRECTORS.

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

- (A) If he is prohibited from being a Director by reason of any order made under the Act; or
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors; or
- (C) If he is found a lunatic or becomes of unsound mind; or
- (D) If he absents himself from attendance at meetings of the Directors continuously for the period of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office; or
- (E) Save as provided by any contract between him and the Company to the contrary, if, by notice in writing to the Company he resigns his office; or
- (F) If he is removed by Ordinary Resolution of the Company as provided by Regulation 96 of Part I of Table A; or

(G) If he is removed pursuant to Article 14.

BORROWING POWERS.

18. In Regulation 79 of Part I of Table A the words from "Provided that" to the end of the regulation shall be deemed to be deleted and the following proviso shall be deemed to be substituted therefor:-

"Provided that the Directors shall not, if and so long as the Company is at any time a subsidiary company of any other company, exercise the rights conferred on them by this regulation in any manner contrary to any restrictions as to borrowing imposed on its Holding Company and the Holding Company's subsidiary companies."

POWERS OF DIRECTORS.

19. (A) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service in any capacity of the Company, or of any subsidiary company of the Company or of the predecessors in business of the Company or any such subsidiary company and the relations, connections or dependants of any such persons.

(B) The Directors may also procure the establishment and subsidy of or subscription or support to any institutions, associations, clubs, funds, or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members and payment for or towards the insurance of any such persons as aforesaid, and subscription or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(C) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(D) The powers vested in the Directors by this Article shall be in addition to any other provisions in these Articles.

20. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

MANAGING DIRECTORS AND OTHER APPOINTMENTS.

21. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors or to hold such other office in the management, administration or conduct of the business of the Company for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement a Managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and unless the Directors shall resolve to the contrary shall ipso facto and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company if he cease to hold the office of Director from any cause.

REMUNERATION OF MANAGING DIRECTORS AND OTHERS.

22. The remuneration and other terms and conditions of appointment of a Managing Director or Director holding any other office in the management administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested or other participation in any such profits, or (subject to the approval of the Company in General Meeting in any case in which such approval is required by Section 191 of the Act) by provision for himself or any of his dependants (whether by way of pension, superannuation, life assurance or other benefits) after determination of his services, or by any or all or partly by one and partly by another or others of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to

the fees to which he shall be entitled as a Director of the Company.

REGISTERS.

23. The Register of Members, the Registers of the interests of the Directors and of their families, and the copies or memoranda of Directors' service contracts required by the Statutes to be maintained and available for inspection may be closed to inspection at such times and for such periods as the Directors may (subject to the Statutes) from time to time determine.

NOTICES.

24. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter envelope or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

INDEMNITY.

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

WINDING UP.

26. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such Resolution, provided

always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

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No. of Company 701,203 / 44

Form No. 100
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company J.D. Tighe & Co. (Midland) Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948
that the register of members of the company is kept at

Redbourne Mere, Kirton Lindsey, Gainsborough, Lincolnshire.

* Delete "Limited" if not applicable

Signed

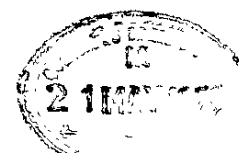
State whether
Director or Secretary *Director*

Date 17th May 1979

Presented by:

Mr. John Tighe & Co.
Scales Buildings,
Jameston Street,
HULL HU1 3JL

Presenter's reference:



A

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

3a

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

To the Registrar of Companies

For official use

Company number

054

701203

Name of company

J D TIGHE & CO (MIDLAND)

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous 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

2 8 0 2

*delete as
appropriate

The previous 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

2 8 0 2 1 9 8 2

*delete as
appropriate

The company is a [subsidiary] [holding company] of

HAT Group Limited

, company number 684636

the accounting reference date of which is 26th February

*delete as
appropriate

Signed

[Director] [Secretary] Date 4/3/82

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

Mrs J N Bennett
HAT Group Limited
Barley Wood
Wroughton
Avon

MLB/jmb

For official use
General section

Postroom



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Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 380209

J D TIGHE & COMPANY (MIDLAND)
LIMITED
1 BBROAD WALK
BRISTOL
BS4 2QT

Please address any reply to the Registrar

quoting reference DEF6 701203

Gazette Date ¹³ OCTOBER 1987

COMPANIES ACT 1985

J D TIGHE & COMPANY (MIDLAND)
LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

P F McKEEVER

P F McKEEVER
for Registrar

FILE COPY

DISSOLVED

701203

J D TIGHE & COMPANY (MIDLAND) LIMITED

This Company was struck off the Register under Section
652(5) of the Companies Act 1985 on 2 FEBRUARY 1988
and dissolved by notice in the London Gazette dated 23 FEBRUARY 1988

P F McKeever

(P F McKEEVER)

for Registrar

DEF 1 SENT	20/02/87
DEF 2 SENT	20/04/87
DEF 3 SENT	15/05/87
FIRST GAZ	13/12/87

342

HC001