

1304526 / 1

FORM 41.
(No registration
fee payable)

No. of Company.....

THE COMPANIES ACTS 1948 TO 1967**Declaration of Compliance**

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company BIRMINGHAM BOARD CO. Limited

I (FULL NAMES) DAVID JOHN WALKER
 of (FULL ADDRESS) 63 COPT HEATH DRIVE KNOWLE
SOUTHAM IN THE COUNTY OF WEST MIDLANDS.

Do solemnly and sincerely declare that I am a person named in the Articles of Association as a ★ DIRECTOR ~~SECRETARY / DIRECTOR of the SUPREME COURT ENGAGED in the INFORMATION~~

of BIRMINGHAM BOARD CO. 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 SOUTHAM IN THE COUNTY
OF WEST MIDLANDS.

the 21st day of FEBRUARY
 one thousand nine hundred and SEVENTY-SEVEN
 before me.

A Commissioner for Oaths

SOLICITOR AUTHORIZED TO ADMINISTER OATHS

(a) or Notary Public or Justice of the Peace

Margin reserved for binding

Presented by: Gray's Inn Company Formations Ltd.
 87 - 89 Tabernacle Street,
 London, EC2A 4BA.
 (Phone : 01 - 253 3551/2)

Approved for this
state was taken
per your reference

No:- 211+21/6

1304526/3



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BIRMINGHAM BOARD CO. LIMITED

1. The name of the Company is "Birmingham Board Co. 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 be engaged as manufacturers, importers and exporters of wood, timber, trees or forest products and as buyers and sellers (wholesale or retail) and general dealers of all such materials and as timber and lumber merchants, hauliers, lumberyard and saw mill proprietors and otherwise; as manufacturers of and dealers in plywood, hardboard, posts, wood blocks, logs, wall boards, sheet materials allied to the timber trade, furniture and articles of all description wholly or partly made of wood and other materials complementary thereto, all as the Company sees fit.
 - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses 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 £1000 divided into 1000 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

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>Ronald Kingsley Mills</i></p> <p>RONALD KINGSLEY MILLS 614 Stratford Road Birmingham B11 4BE</p> <p>Chartered Accountant</p> <p><i>David John Walker</i></p> <p>DAVID JOHN WALKER 63 Copt Heath Drive Knowle Solihull West Midlands</p> <p>Executive</p>	<p><i>One.</i></p> <p>ONE</p> <p><i>One</i></p> <p>ONE</p>

DATED 21st February 1977

WITNESS to the above signatures:—

Brian William Kemp

BRIAN WILLIAM KEMP
6 Lowbrook Lane Tidbury Green
Solihull West Midlands

Chartered Accountant

COMPANY LIMITED BY SHARES

Articles of Association**OF****BIRMINGHAM BOARD CO. LIMITED****PRELIMINARY**

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (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, Clauses 24, 53, and 75 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 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital 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.

Shares of the Company shall not be disposed of or transferred except at the discretion of the Directors.

LIEN

4. 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

5. 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.

- (i) The transferor shall first give notice in writing of the transferor's wish to the Company which notice shall constitute the Company the transferor's agent for the purpose of the sale
- (ii) No notice of sale given as in (i) above shall be withdrawn
- (iii) The Directors shall offer the share or shares offered as above to the other Members at a fair value certified by the Company's Auditors.
- (iv) If within twenty-eight days of the Directors' offer a purchasing Member or Members is or are found of the whole of the shares the purchase shall be completed within seven days
- (v) Notice of the finding of the purchasing Member or Members is to be given to the transferor and the transferor shall on payment of the fair value transfer the share to the purchasing Member or Members.
- (vi) In the event of the transferor failing to complete the transfer to the purchasing Member or Members the Directors shall authorise themselves or some other person to transfer the share or shares to the purchasing Member or Members and shall receive the purchase money and register the purchasing Member or Members as holder or holders of the share or shares issuing him or her or them a certificate therefor
- (vii) The transferor shall deliver up his own Certificate or Certificates for the share or shares sold and shall then be paid the purchase money but not before.
- (viii) If after the expiry of twenty-eight days from the issuing of the Directors offer no purchasing Member or Members is or are found or if the purchase is not completed through no fault of the transferor the transferor Member subject to the Directors' approval and to Clause 3 of Table A Part II may dispose of such shares as shall remain undisposed of to any person and at any price. Clause 3 of Table A Part II shall not apply to dispositions included in Clauses (a) (b) and (c) above except to ensure that the Membership limit is not exceeded or to prevent the transfer of shares upon which the Company has a lien and in no case whatsoever shall shares be issued or transferred to an infant a bankrupt or a person of unsound mind.

LIEN

4. The lien conferred by Clause 11 in Part 1 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

5. 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.

6. Clause 54 in Part 1 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

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of 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.

10. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

12. 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 1 of Table A shall be modified accordingly.

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 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.

FIRST DIRECTORS

14. The first Director(s) of the Company shall be:—

DAVID JOHN WALKER ✓

FIRST SECRETARY

15. The first Secretary of the Company shall be:— ✓

RONALD KINGSLEY MILLS

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Ronald Kingsley Mills

RONALD KINGSLEY MILLS
614 Stratford Road
Birmingham B11 4BE

Chartered Accountant

David John Walker

DAVID JOHN WALKER
63 Copt Heath Drive Knowle
Solihull West Midlands ✓

Executive

DATED 21st February 1977 ✓

WITNESS to the above signatures:—

Brian William Kemp

BRIAN WILLIAM KEMP
6 Lowbrook Lane Tidbury Green
Solihull West Midlands ✓



CERTIFICATE OF INCORPORATION

No. 1304526

I hereby certify that

BIRMINGHAM BOARD CO. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Cardiff the **24TH MARCH 1977**

D. A. Pendlebury
D. A. PENDLEBURY
Assistant Registrar of Companies

No. of Company 1304526

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THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

Special Resolution

of

BIRMINGHAM BOARD CO. LIMITED

passed the 20th day of March 1981

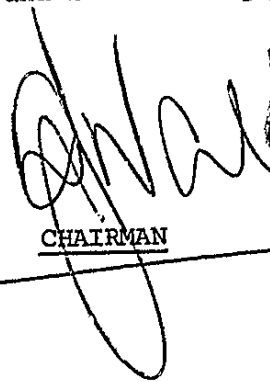
At an Extraordinary General Meeting of the above Company called at short notice with the consent of all the Shareholders and held at 614, Stratford Road, Birmingham B11 4BE, the following Special Resolution was passed:-

"In clause 1 of the Company's Articles of Association, Line 4, after "53" to add "60".

"To insert a new clause 13 as follows:

Clause 98 in Part 1 of Table 'A' shall be read and construed as if the words "In the case of an equality of votes the Chairman shall have a second or casting vote" be omitted therefrom.

To renumber the existing clauses 13, 14 and 15 accordingly."

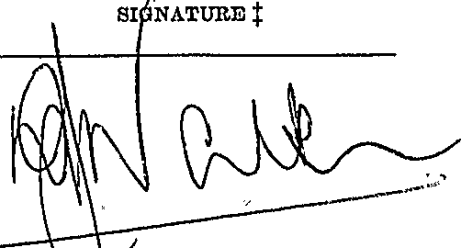
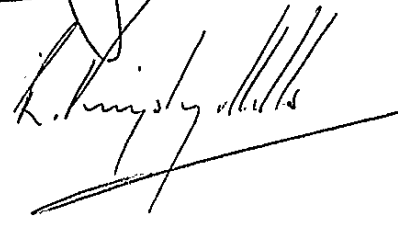

CHAIRMAN



AGREEMENT of MEMBERS to SHORT NOTICE of a GENERAL MEETING and/or of a SPECIAL RESOLUTION

(1) "I" or "We". (1).....We....., the undersigned, being all members of the above-named
(2) "Annual" or Company and entitled to attend and vote at the (2) Extraordinary
"Extraordinary" General Meeting of the said Company convened by a Notice of Meeting
as the case may be. dated the 20th day of March 1981 and to be held on the
day of 20th March, 1981, hereby agree that:—

- *1. The said meeting shall be deemed to have been duly called, notwithstanding that shorter notice than that specified in section 133 of the Companies Act 1948, or in the Company's Articles of Association, has been given therefor.
- *2. The copies of the documents† referred to in section 158 of the Companies Act 1948, which were attached to or enclosed with the said Notice of Meeting, shall be deemed to have been duly sent, notwithstanding that such copies were sent less than twenty-one days before the date of the meeting.
- *3. The Special Resolution set out in the said Notice of Meeting may be proposed and passed as Special Resolution, notwithstanding that less than twenty-one days' notice of such meeting has been given.

NAME (in block capitals)	ADDRESS	SIGNATURE ‡
DAVID JOHN WALKER	Birch Rise, 25 Temple Road, Dorridge, Solihull, West Midlands B93 8LE.	
RONALD KINGSLEY MILLS	614, Stratford Road, Birmingham, B11 4BE.	

NOTES

* Delete this paragraph if not required.

† The documents referred to are every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the meeting, together with the auditors' report.

‡ (a) In a case where agreement is required only to the holding of an Extraordinary General Meeting, and/or to the passing of Special Resolutions at an Extraordinary General Meeting, on short notice, agreement must be given by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving a right to attend and vote at the meeting, or, in the case of a company not having a share capital, together representing not less than 95 per cent. of the total voting rights at the meeting of all the members;

(b) In any other case agreement must be given by all the members entitled to attend and vote at the meeting;

(c) One form may be signed by all the members concerned, or several similar forms may be signed by one or more of them.

SECTIONS 122 (2), 141 (2), AND 158 (1) ARE GIVEN IN FULL OVERLEAF

Number of } 1304526
Company }



The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

BIRMINGHAM BOARD CO. LTD

Passed 28TH FEBRUARY, 19 89

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at

on the 28TH day of FEBRUARY, 1989, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

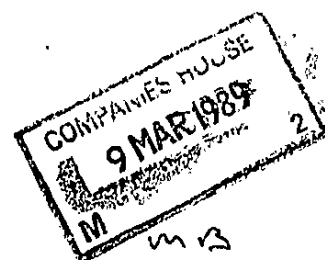
That the name of the company be changed to BIRMINGHAM BOARD HOLDINGS LTD
and that the Company's Memorandum and Articles of Association be altered
by the exclusion of clause 3e, clause's 3a - 3d inclusive should then be
renumbered as 3b - 3e respectively, and the addition of the attached
clause as clause 3a

CON 19601.

Signature R. C. [Signature]
.....
.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.

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



[P.T.O.]



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1304526

I hereby certify that

BIRMINGHAM BOARD CO. LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BIRMINGHAM BOARD HOLDINGS LTD.

Given under my hand at the Companies Registration Office,
Cardiff the 24 APRIL 1989


J.D.M. STEPHENS

an authorised officer