

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not
write in this
binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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

1663878

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

* delete if
inappropriate

Name of Company

FLAMMION BUILDERS

Limited*

MARTIN JEFFREY WEBSTER

124-128 City Road London EC1V 2ND

Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland a
Solicitor)
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

I do solemnly and sincerely declare that I am a person named as Secretary of the Company
in the statement delivered under Section 21 of the Companies Act 1976

of FLAMMION BUILDERS

Limited*

and that all the requirements of the Companies Acts 1948 to 1980
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

Signature of Declarant

Declared at 22 The Ridgeway

Finchley

London N3 2PH

the 19th day of August

One thousand nine hundred and Eighty Two

before me

A Commissioner for Oaths

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

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

For official use
General section

Post room

Stanley Davis Company Services Limited



124 City Road London EC1V 2ND
Telephone 01-253 2261 Telex 2601 DAVIS G
LMA 100 No 21

G

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1948

Pursuant to Part V of the Finance Act 1973

PUC1

Please do not write in this binding margin

For official use Company number

1663878

Please do not write in the space below for inland Revenue use only

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

Name of company

HENRY MOORE BUILDERS Limited

*delete if inappropriate

Distinguish between ordinary, preference, etc.

A Nominal Capital

Description of shares

B Nominal value of each share**C Number of shares taken on incorporation****D Total amount payable on each (including premium if any)****E Amount paid or due and payable on each****F Total amount paid or due and payable in respect of C****G Capital duty payable on F at £1 per £100 or part of £100**

Ordinary

£ 1

2

Subscribers

£ NIL

£ NIL

£ NIL

£ NIL

Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form

Please tick box if attached

I hereby certify that the above particulars are correct in all respects

Signed *[Signature]* Director

Date - 2 AUG 1962

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

Stanley Davis (Company Services) Limited
International Company Registrars and Secretaries25 Abchurch Lane, London EC4N 3DF
Telephone: 01-4039111, 01-4039112, 01-4039113
Telex: 253455For official use
Capital section

Post room

Memorandum of Association

The Companies Acts 1948 to 1981
Company Limited by Shares

of HAMMOND BUILDERS LIMITED

1663878 / 3

1. The name of the Company is

Hammond Builders Limited

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

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

- (A) To carry on the business of builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds; to manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds, and to buy, take on lease or otherwise acquire land for the purpose of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works, and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.

Clauses 3 (B) to (G)

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration 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 company or person and in particular (but without prejudice to the generality of the foregoing) 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 otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

- (O) consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (P) (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (Q) (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (R) (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (S) (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon

es 3 (H) to (N)

such investments and in such manner as the company may approve.

- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

Clauses 3 (T) to (X)

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

and to a
conferred

4. The

5. The
Ord

Clauses 3 (T) to (X)

Clauses 4 to 5

or formerly
allowances,
ers, employees or
s in business
lish and maintain
mes, (whether
to providing
s aforesaid or

ment and support
c, literary, re-
cieties, whether
cted with the
ecessors in
any club or other

properly distrib-
tribution amount-
with the sanction

authorised, either
ors, trustees, or
trustees of agents.

to or which the
ects or any of

shall not be
shall be given
expressly so re-
ference to or
in such sub-clause
ne of the com-
s therein speci-
subsidiary or
er sub-clause,
or any of the powers

and to achieve or to endeavour to achieve all or any of the objects
conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1000 divided into 1000
Ordinary Shares of £1 each.

Art
Ass

of

"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

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ
Company Director

ONE

MARTIN JEFFREY WEBSTER
124-128 City Road
London EC1V 2NJ
Company Secretary

ONE

Dated the 2nd day of August 1982

Witness to the above Signatures:-

KIM RUTLAND
124-128 City Road
London EC1V 2NJ

Registration Assistant

K Rutland

PRELIMIN

1. Su
in Table
called "

2. Reg
88 to 94
Regulation
Table A s
the regul

3. Any
as a refe
enactment

PRIVATE C

4. The

(a)

(b)

INTERPRETA

5. In Re
Act" the wo
shall be in

6. In th

The S

The 19

The 19

TPS 0561

Articles of Association

of
HAMMOND BUILDERS LIMITED

1663878 / 4

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Act (such Table being hereinafter called "Table A") shall apply to the Company.

2. Regulations 3, 11, 22, 24, 30, 58, 71, 73A, 79, 80, 84(2), 84(4) and 88 to 94 (inclusive) of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private limited company, and accordingly:-

- (a) No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
- (b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 45(2) and 55 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any articles adopting in whole or in part the same" shall be inserted.

6. In these Regulations:-

The Statutes means

All those Acts which by virtue of Section 119(2) of the Companies Act 1981 may together be cited as The Companies Acts 1948 to 1981;

The 1980 Act means

The Companies Act 1980;

The 1981 Act means

The Companies Act 1981.

SHARES

7. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of Section 14 of the 1980 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:-

- (i) Save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.
- (ii) The Members in General Meeting may by Ordinary Resolution:
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years; but such resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the authority or renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority).
- (iii) Notwithstanding the provisions of sub-clauses (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

8. In accordance with sub-section (9) of Section 17 of the 1980 Act sub-section (1) (6) and (7) of Section 17 of the 1980 Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot any such new

or original
number of pe
any other of
Directors ev

9. The p
Company.

10. Subj
may purchase
distributab
but this Reg
that Part of

11. Subj
of an ordin
option of t
terms and is
special res
proceeds of
have no eff
have come i

12. Subj
assistance
shares made

LIEN

13. The
Shares whet
any person
sole holder
have a first
all moneys
time in res
paramount l
the name of
be the sole
moneys pres
may at any
provisions
extend to a

TRANSFER OF

14. (a)
nor shall t
10 unless a
have been e

(b)
ownership o
give notice
to the Comp
the sum whi

Articles 8 to 14(L)

or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

9. The proviso to Regulation 15 of Table A shall not apply to the Company.

10. Subject to Part III of the 1981 Act, and to Regulation 14, the company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise, but this Regulation shall have no effect until the relevant provisions of that Part of that Act shall have come into force.

11. Subject to Part III of the 1981 Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution agree, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise, but this Regulation shall have no effect until the relevant provisions of that Part of that Act shall have come into force.

12. Subject to Part III of the 1981 Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

13. The lien conferred by Regulation 11 of Table A shall attach to all Shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereupon.

TRANSFER OF SHARES

14. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 10 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted:

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called a "transfer notice") to the Company of such proposal. That transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price

Article 14(b) to (g)

of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "a certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called the "offer notice") inform each Member (other than the Vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without subdivision of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called an "allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in that allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in an allocation notice to the purchasing Members named therein at the place and time therein specified; and if any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may

receive
to exec
The rec
charge
purchas
shall be
for the

21 days
be at 1
this Re
Regulat
price f
not allo

assigne
share, v

15. A
death or
as may
either
person

16. T
by or or
fully pa
by or or
remain a
in the p

PROCEED

17. I
shall ap
titled to
on a pol
Member.

18. P
any time
less othe
tion 69 d

19. 11
Regulatio

20. At
shall be
declarati
or by any
demanded
hands be
an entry

Company the
nafter called
f the Directors
that if the
for constitutes
Auditors of
ers so that any
not apply) to
ertificate of
etween a willing
er notice shall
the sale of
ate of value.

fair value as
ertificate of
obtaining the

er by reference
to the certi-
writing (here-
er than the
all invite each
days of the date
ified therein)
any thereof) as

of 21 days apply
ice) any of the
(or so many of
members in pro-
Company of which
istered as holders
e more than the
lf any shares
ed to the Members
be allocated to
ns or in such
to and the lots

ch allocations
and to the
shall specify in
er than 14 and
the allocation
le of the said

e purchase price
in an allocation
ce and time
ng become bound
Company may

receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 10, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors in an allocation notice.

(i) 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.

15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

16. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

17. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll vote instead of him and that such proxy need not also be a Member. Regulation 50 of Table A shall be modified accordingly.

18. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 69 of Table A shall be modified accordingly.

19. The word "fourteen" shall be substituted for the word "thirty" in Regulation 57 of Table A.

20. 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 the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the pro-

Articles 20 to 26

ceedings 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. The demand for a poll may be withdrawn.

21. Subject to the provisions of the Statutes, 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. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Members.

DIRECTORS

22. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

23. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers discretions and authorities vested in the Directors, and Regulation 99 of Table A shall be modified accordingly.

24. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

25. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate and by the like notice revoke such appointment. Such alternate Director must be either a Director of the Company or a person approved by a majority of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own vote. Such alternate director shall not be deemed to be the agent of the Director whom he represents.

26. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 64 of the 1980 Act or otherwise) in any contract transaction or arrangement (whether or not constituting a contract and whether actual or proposed) shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

27.

28. money, the Com its unde to issue right or pa-7 or

29. powers of the Regu cised by tors.

DIVIDEND

30. N accordanc to the Co

SEAL

31. In appointed

Articles 27 to 31

27. The office of Director shall be vacated if the Director:-

- (a) Resigns his office by writing under his hand left at the Registered Office.
- (b) Be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors.
- (c) Becomes for the time being prohibited from being a Director by reason of any order made under any of the Statutes.
- (d) Is removed from office by a resolution duly passed under Section 184 of the Act.

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

29. The Directors shall manage the business of the Company, and all the powers of the Company which are not by the Statutes, these Regulations or the Regulations of Table A which apply to the Company required to be exercised by the Company in general meeting shall be exercised by the Directors.

DIVIDENDS

30. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the 1980 Act which apply to the Company.

SEAL

31. In Regulation 113 of Table A the words "or by some other person appointed by the Directors for the purposes" shall be omitted.

Names, addresses and descriptions of Subscribers

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

Company Director

MARTIN JEFFREY WEBSTER
124-128 City Road
London EC1V 2NJ

Company Secretary

Dated the 2nd day of August 1982

Witness to the above Signatures :-

KIM RUTLAND
124-128 City Road
London EC1V 2NJ

Registration Assistant



THE COMPANIES ACTS 1948 TO 1980

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1



Company number

1663878/5

Name of Company

Hammond Builders

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

124-128 City Road, London EC1V 2NJ

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Stanley Davis (Company Services) Limited

124-128 City Road

London EC1V 2NJ

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

For official use
General section

Post room

Stanley Davis (Company Services) Limited

International Company Registrations and Searches

124-128 City Road, London EC1V 2NJ
Telephone 01-250 3350 Telex 21957-DAVIS G
LDE Box No 274



C

page 1

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Stanley Harold Davis	Business occupation
		Company Director
Former name(s) (note 3)	None	Nationality
		British
Address (note 4)	124-128 City Road	Date of birth (where applicable) (note 6)
	London EC1V 2NJ	
Particulars of other directorships (note 5)		
Stanley Davis (Company Services) Limited		
I hereby consent to act as director of the company named on page 1		
Signature		Date 2nd August 1982

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Martin Jeffrey Webster
Former name(s) (note 3)	None
Address (notes 4 & 7)	124-128 City Road
	London EC1V 2NJ
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 2nd August 1982

Signed by or on behalf of the subscribers of the memorandum*

Signature _____ Subscriber _____ † Date 2nd August 1982

Signature _____ Subscriber _____ † Date 2nd August 1982

FILE COPY



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

No. 1663878

I hereby certify that

HAMMOND BUILDERS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 14TH SEPTEMBER 1982

A handwritten signature in dark ink, appearing to be 'R. J. Jones', is written over the printed name of the Assistant Registrar of Companies.

Assistant Registrar of Companies

C.173