

THE COMPANIES ACTS 1948 TO 1980

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

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

41a

Please do not write in this binding margin

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

*delete if inappropriate

For official use

Company number

--	--	--	--

1703066

Name of company

TIRDALE	Limited*
---------	----------

I, NIGEL LEONARD BLOOD, _____
 of 84 Temple Chambers, _____
 Temple Avenue, _____
 London, EC4Y 0HP _____

† 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

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 _____
 TIRDALE Limited*

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 Temple Chambers, _____
 Temple Avenue, _____
 in the City of London _____

the 8th day of February
 One thousand nine hundred and eighty three

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

before me _____
 A Commissioner for Oaths†

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

The London Law Agency Ltd.,
 Temple Chambers,
 Temple Avenue,
 London, EC4Y 0HP.

For official use
 General Section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

Need stamp...
Spent 15.00

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TIRDALE LIMITED

1. The Name of the Company is " TIRDALE 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 business of a general commodity and investment dealing company in all its branches, and to acquire by purchase, concession, grant, licence or otherwise trade and deal in such commodities, commodity futures, businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell or dispose of the same; to carry on the business of general merchants and traders, importers and exporters; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.

TIRDALE LIMITED

6/mmkamm/s9

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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 borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) 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.

(N) 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 of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, 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.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.


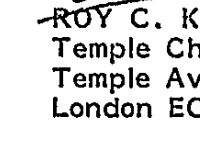
(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.


And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One

Witness to the above Signatures:-


J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.
Company Director.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

1703066/4

ARTICLES OF ASSOCIATION
OF

TIRDALE 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 referred to as "Table A") as modified by the Companies Acts 1948 to 1980 (as defined by Section 90 (2) of the Companies Act 1980) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 11, 24, 75, 77 and 79 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 hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) 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 (whether fully paid or not) standing registered in the name of any member whether solely 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 share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 54 in Part I of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. 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.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. 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.

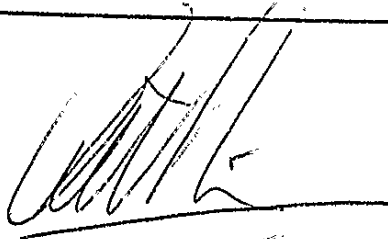
ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER OF SHARES

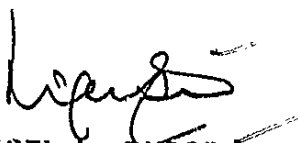
15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

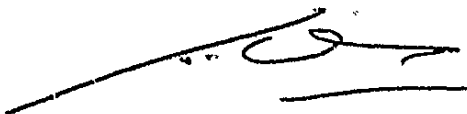


NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

Dated the 1st day of February, 1983.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM Form No. 1

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

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

1

Please do not
write in this
binding margin



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

*delete if
inappropriate

Company number

1703066

Name of Company

TIRDALE

Limited*

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

84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP

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

The London Law Agency Limited
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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)

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

for official use
General section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)

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:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1 FEB 1993	

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:

Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948.

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 11 FEB 1993

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

*as required by section 21(3) of the Companies Act 1976

Signature	[Subscriber]	Date
Signature	[Subscriber]	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1703066

I hereby certify that

TIRDALE 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 1ST MARCH 1983

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

P. WALKER

Assistant Registrar of Companies

Number of Company:

1703066

16

*alt. mem attached
herewith*

THE COMPANIES ACTS 1948 TO 1981

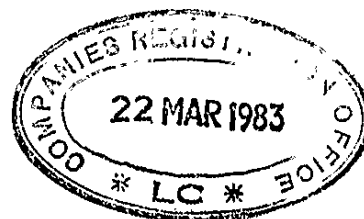
COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

TIRDALE LIMITED

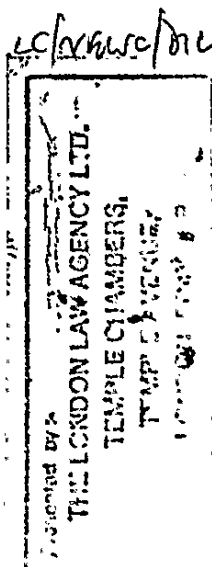


Passed the 1st day of March 1983

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 1st day of March 1983, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 of the said Memorandum and by substituting therefor the following new Sub-Clause:-

- (A) To carry on all or any of the businesses of manufacturers designers repairers distributors suppliers transporters and merchants of and dealers in pre-cast and re-inforced concrete products and units of all kinds and of and in ready mixed concrete and cement blocks bricks tiles pipes pottery earthenware china terracotta wall plaster and all classes of building components materials and requisites and of and in building plant machinery equipment implements and tools of every description builders and contractors joinery manufacturers carpenters timber merchants importers of and dealers in hard and soft woods veneers mouldings building woodwork and joinery merchants of and dealers in sand gravel ballast lime fireclay stone granite slate marble rock and all other materials and mineral substances builders' merchants plumbers and plumbers' merchants and dealers in machinery scrap metal stoves ranges chimney pieces railings gates fences rainwater goods cisterns plumbers' fittings sanitary wares roofing materials and domestic and other ironmongery and hardware of all kinds and metal and other fittings of every description slates tilers and plasterers bricklayers masons painters and decorators glaziers gas fitters electricians haulage transport and removal contractors garage proprietors motor mechanical electrical and general engineers coal and coke merchants general warehousemen insurance agents auctioneers valuers surveyors and house land and estate agents.



Roy C. Keen, Chairman

5/2 passed 1.3.83
altered
hereunder

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

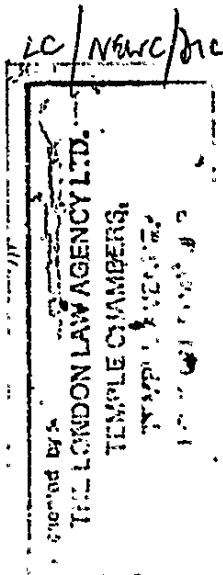
OF

TIRDALE LIMITED

(As altered by Special Resolution passed on the 1st March 1983)



1. The Name of the Company is "TIRDALE 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 all or any of the businesses of manufacturers designers repairers distributors suppliers transporters and merchants of and dealers in pre-cast and re-inforced concrete products and units of all kinds and of and in ready mixed concrete and cement blocks bricks tiles pipes pottery earthenware china terracotta ware plaster and all classes of building components materials and requisites and of and in building plant machinery equipment implements and tools of every description builders and contractors joinery manufacturers carpenters timber merchants importers of and dealers in hard and soft woods veneers mouldings building woodwork and joinery merchants of and dealers in sand gravel ballast lime fireclay stone granite slate marble rock and all other materials and mineral substances builders' merchants plumbers and plumbers' merchants and dealers in machinery scrap metal stoves ranges chimney pieces railings gates fences rainwater goods cisterns plumbers' fittings sanitary wares roofing materials and domestic and other ironmongery and hardware of all kinds and metal and other fittings of every description slates tilers and plasterers bricklayers masons painters and decorators glaziers gas fitters electricians haulage transport and removal contractors garage proprietors motor mechanical electrical and general engineers coal and cole merchants general warehousemen insurance agents auctioneers valuers surveyors and house land and estate agents.



(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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 borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) 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.

(N) 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 of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, 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.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

COMPANY NUMBER:

(1703066)

13

12.50



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


TIRDALE LIMITED

passed on 6th April 1983

At an Extraordinary General Meeting of the above named Company duly convened and held on 6th April 1983 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That, with the consent of the Department of Trade, the name of the Company be changed to "Bishop Auckland Precast Concrete Limited".


.....
Director



L10yds £240-00
P12 043938.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1703066

/14

I hereby certify that

TIRDALE LIMITED

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

BISHOP AUCKLAND PRECAST CONCRETE LIMITED

Given under my hand at Cardiff the

6TH MAY 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

COMPANY NUMBER:

1703066

16.5
/10

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of


TIRDALE LIMITED

passed on 6th April 1983

At an Extraordinary General Meeting of the above named Company duly convened and held on 6th April 1983 the following resolution was duly proposed and passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased to £30,000 by the creation of 29,900 new Ordinary shares of £1 each, such new shares to rank pari passu in all respects with the existing 100 Ordinary shares of £1 each in the capital of the Company.


.....
Director

16



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

1703066

Name of Company

TIRDALE

Limited*

*delete if
inappropriate†delete as
appropriate

Note

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

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]
[~~extraordinary~~] resolution of the company dated 6th April March 1983
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 29,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
29,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The 29,900 new Ordinary shares are to rank pari passu in all
respects with the existing 100 Ordinary shares of
£1 each.

Please tick here if
continued overleaf†delete as
appropriateSigned [Signature] [Director] [Secretary] Date 6th April March 1983Presentor's name, address and
reference (if any):

Dickinson Dees
Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

Ref: YHW

For official use
General section

Post room



COMPANY NUMBER: 1703066

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BISHOP AUCKLAND PRECAST CONCRETE LIMITED

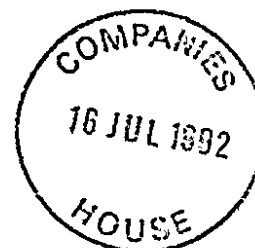
passed on 9th July 1992

At an Extraordinary General Meeting of the above named Company duly convened and held on 9th July 1992 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the terms of the Agreement proposed to be made between Derek Lee (1) and the Company (2) for the purchase of 5,000 Ordinary Shares of £1 each in the capital of the Company a copy of which is produced to this meeting and initialled for the purposes of identification by the Chairman be and it is hereby approved and authorised in accordance with Section 164 of the Companies Act 1985.

.....
Director



COMPANY NUMBER: 1703066

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BISHOP AUCKLAND PRECAST CONCRETE LIMITED

passed on 24th July 1992

At an Extraordinary General Meeting of the above named Company duly convened and held on 24th July 1992 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by adding after Article 15 the following Article to be numbered Article 16:

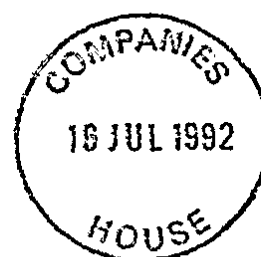
PURCHASE OF OWN SHARES

"Subject to the provisions of Part V of the Companies Act 1985 ("the 1985 Act") the Company shall have power:

(i) Pursuant to sections 159, 160 and 161 of the 1985 Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders on such terms and in such manner as shall be provided by the Articles of Association of the Company, provided that the date or dates for redemption may be determined by the directors; and

(ii) Pursuant to section 162 of the 1985 Act to purchase its own shares (including non-redeemable shares).


Director



G

COMPANIES FORM No. 169

Return by a company purchasing its own shares**169**

Pursuant to section 169 of the Companies Act 1985



Please do not write in this margin

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

1703066

Please do not write in the space below. For Inland Revenue use only.

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

* Insert full name of company

Name of company

* BISHOP AUCKLAND PRECAST CONCRETE LIMITED

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	5,000		
Nominal value of each share	£1.00		
Date(s) on which the shares were delivered to the company	9th July 1992		
Maximum prices paid for each share	5		
Minimum prices paid for each share	5		

‡ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

£190,000

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£950.00

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

Signed

Designation: Secretary

COMPA
20 JUL 1992
Date FINANCE

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

Dickinson Dees
Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB
Ref: YSO BI800008For official Use
General Section

Post room

761458
£950.00
BTRCOMPANIES HOUSE
17 JUL 1992
14 21

G**COMPANIES FORM No.155(6)a****Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering**Note**
Please read the notes
on page 3 before
completing this form.* Insert full name
of companyo Insert name(s) and
address(es) of all
the directors† delete as
appropriate§ delete whichever
is inappropriateTo the Registrar of Companies
(Address overleaf- Note 5)

For official use

Company number

1703066

Name of company

* Bishop Auckland Precast Concrete LimitedWe o James Robert Tristram ofMill Bank House, Main Street, Upper Poppleton,York, Yorkshire, YO2 6JU

and

Michael Greig Thompson ofRiverhouse, Startforth, Barnard CastleCo Durham~~We o~~ ~~James Robert Tristram of~~ ~~the sole director(s)~~ of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that the company is engaged in the business of manufacturing and selling precast concrete products within the meaning of the Building Regulations 1992~~~~(b) that the company is engaged in the business of providing insurance services in the United Kingdom~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in
the [company] ~~[company's holding company]~~

Limited†

The assistance is for the purpose of [that acquisition] ~~[reducing a liability incurred for the purpose of the acquisition].†~~The number and class of the shares acquired or to be acquired is: Fifteen thousand ordinary
shares of £1 eachPresentor's name address and
reference (if any):Dickinson Dees
Cross House
Westgate Road
Newcastle upon Tyne
NE99 1SB

REF: YSO B1800013

For official Use
General Section

Post room



The assistance is to be given to: (note 2) Hersonissos Limited
of St Helens Auckland, Bishop Auckland, County Durham

Please do not
write in
this margin

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

The assistance will take the form of:

The Company will enter into:

1. A charge over its book debts in favour of Michael Greig Thompson; and
2. a guarantee relating to £145,600 Loan Notes in Hersonissos Limited in favour of Michael Greig Thompson.

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

† delete as
appropriate

Hersonissos Limited of

St Helens Auckland, Bishop Auckland, County Durham.

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

By a Guarantee to be entered into between Bishop Auckland Precast Concrete Limited ("the Company") (1) and Michael Greig Thompson (2) the company will agree to guarantee the liabilities of Hersonissos Limited pursuant to £145,600 Loan Notes issued to Michael Greig Thompson on 3rd August 1993.

By a Charge to be entered into between the Company (1) and Michael Greig Thompson (2) the Company will agree to charge its book and other debts to Michael Greig Thompson as security for the said guarantee by way of fixed and floating charge over all book and other debts, notes, bills, exceptances and other forms of obligation now or from time to time due or owing to the Company from any party whatsoever.

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

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

The date on which the assistance is to be given is 3rd August 19 93

Please do not
write in
this margin

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

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

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

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

~~(b) [X] We have formed the opinion that the company will be able to pay its debts in full within 12 months of the date on which the assistance is proposed to be given. (note 3)~~

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

Declared at 53 Westgate
Road, Newcastle upon Tyne
the 3rd day of August
one thousand nine hundred and ninety three
before me [Signature]

Declarants to sign below

[Signature]
[Signature]

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

NOTES

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

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

**Coopers
& Lybrand**

chartered accountants

Hadrian House
Higham Place
Newcastle upon Tyne NE1 8BP

telephone 091-281 2121

telex 887474 COLYPN G
facsimile 091-232 6534

your reference

our reference
AW/LJ1A

The Directors
Bishop Auckland Precast Concrete Limited
St Helens Auckland
Bishop Auckland
Co Durham
DL14 9AJ

3 August 1993

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF BISHOP AUCKLAND PRECAST
CONCRETE LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES
ACT 1985**

We have examined the attached statutory declaration of the directors of Bishop Auckland Precast Concrete Limited ("the company") dated 3 August 1993 in connection with the proposal that the company should give financial assistance for the purchase of 10,000 of the ordinary shares of the company.

We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156 (2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

Coopers & Lybrand



Coopers & Lybrand is a member firm of Coopers & Lybrand (International)

Partners are partners of Coopers & Lybrand, the Main Firm or one of its associate firms. A list of partners' names for each firm is available at the above address. The Main Firm is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business. All partners of the associate firms are authorised to conduct business as agents of, and all contracts are made with, the Main Firm.

**Coopers
& Lybrand**

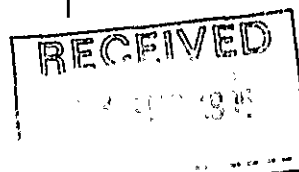
chartered accountants

Hadrian House
Higham Place
Newcastle upon Tyne NE1 8BP

1703066

telephone 091-281 2121

telex 887474 COLYRN G
facsimile 091-230 2387



your reference

our reference
DCC/AJW/lc

J R Tristram Esq
Managing Director
Bishop Auckland Precast Concrete Limited
St Helens Auckland
CO DURHAM
DL14 9AJ

2 February 1995

Dear Sir

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

Coopers & Lybrand



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Partners are partners of Coopers & Lybrand the Main Firm, or one of its associated firms, in the United Kingdom. A list of partners' names for each firm is available at the address below. The Main Firm is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business. All partners of the associated firms are authorised to conduct business in respect of, and all contracts are made with, the Main Firm.