

Company No. 1993274

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS of

ALPHA BUILDING COMPONENTS LIMITED

(Passed 13th November 1997)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 13th day of November 1997 at Broadcott Industrial Estate, Station Road, Old Hill, Cradley Heath, West Midlands the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That 54,000 of the issued Ordinary Shares of 10p each presently held by Trevor Leonard Robinson and Howard George Jones be and are hereby designated as 'A' shares having the rights attached thereto which are set out in the new Articles of Association of the Company to be adopted pursuant to the next following resolution.
2. That the Company adopt new Articles of Association in the form of the draft produced to the Meeting and signed by the Chairman for the purposes of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

Signed 

CHAIRMAN OF THE MEETING



The Companies Acts 1985 and 1989



A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ALPHA BUILDING COMPONENTS LIMITED

(Adopted on 13th November 1997)

PRELIMINARY

1. Regulations 64, 94 and 95 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining Regulations of Table A shall constitute the Articles of Association of the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

3. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by Article 2 hereof.

4. Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares.

5. The authorised share capital of the Company as at the date of adoption of these Articles of Association is £30,000 divided into:

- 246,000 ordinary shares of 10p each
- 54,000 'A' shares of 10p each

DIVIDENDS

6. The profits of the Company available for distribution shall be used to pay dividends to

the holders of the ordinary shares only. The 'A' shares shall not be entitled to receive any dividends or distributions of any kind.

RETURN OF CAPITAL

7. On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in paying to the holders of ordinary shares and the 'A' shares 10p per share and the balance of such assets shall be distributed amongst the holders of the ordinary shares and 'A' shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the ordinary shares and 'A' shares held by them respectively.

VOTING

8. Shares in the Company shall carry votes as follows:

ordinary shares	:	one vote per share
'A' shares	:	no votes

The 'A' shares shall carry the right to receive notice of general meetings of the Company but not the right to attend such meetings.

Votes on shares may be exercised:

- on a show of hands by every member who (being an individual) is present in person or (being a corporation) is present by a representative (in which case each member holding shares with votes shall have one vote)
- on a poll by every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case each member holding shares with votes shall have one vote for each such share held).

9. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. Paragraph (e) of Regulation 81 of Table A shall be omitted.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money which will make the amount borrowed by the Company and then outstanding exceed the nominal amount of the share capital of the Company for the time being issued, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to the provisions of

the Act 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.

TRANSFER OF SHARES

12. A share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

13. Except where the transfer is made pursuant to the preceding Article the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to the Company or in the event of the Company not electing to purchase to any member of the Company or to any persons elected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

14. If the Company within the space of fifty-six days after being served with such transfer notice shall elect to purchase or shall find a member or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the Company or to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

15. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

16. The Auditor for the time being of the Company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply.

17. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and shall thereupon cause the purchase by the Company to be recorded or as the case may be the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the

purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power or the purchase by the Company has been recorded as the case may be, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

18. If the Company shall not within the space of fifty-six days after being served with the transfer notice purchase the shares or find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person and at any price.

19. Subject to the provisions of Article 12 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

20. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

21. That the Chairman of General Meetings of the Company and of meetings of Directors of the Company shall not have a second or casting vote on any matter and that Regulations 50 and 88 of Table A be amended accordingly.