

FILE COPY



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

Company No. 3646063

The Registrar of Companies for England and Wales hereby certifies that
K C HOLDINGS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 7th October 1998



N03646063F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

K C HOLDINGS

LIMITED

WILDMAN & BATTELL LIMITED

BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DD

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

for & on behalf of WILDMAN & BATTELL LTD

Declared at BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DD

the

30th

day of

September

One thousand nine hundred and ninety

EIGHT

† Please print name.

before me

MARTIN WILLIAM BENTLEY

Signed

M. Bentley

Date

30.09.98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

SAME DAY COMPANY SERVICES LIMITED
BRIDGE HOUSE
181 QUEEN VICTORIA STREET
LONDON EC4V 4DZ Tel
TEL: 0171 236 2970

DX number

DX exchange



KLO *K68HXA1N* 2265
COMPANIES HOUSE 30/09/98

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

K C HOLDINGS

LIMITED



F010001H

Proposed Registered Office

BRIDGE HOUSE

(PO Box numbers only, are not acceptable)

181 QUEEN VICTORIA STREET

Post town

LONDON

County / Region

Postcode

EC4V 4DZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

SAME-DAY COMPANY SERVICES LIMITED

Address

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town

LONDON

County / Region

Postcode

EC4V 4DZ

Number of continuation sheets attached

SAME-DAY COMPANY SERVICES LIMITED

BRIDGE HOUSE, 181 QUEEN VICTORIA STREET,

LONDON EC4V 4DZ Tel 0171-236-2970

DX number

DX exchange

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.



KLO *K68HWA1M* 2264
COMPANIES HOUSE 30/09/98

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	K C HOLDINGS LIMITED		
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
SAME-DAY COMPANY SERVICES LIMITED			
Previous forename(s)			
Previous surname(s)			
Address			
BRIDGE HOUSE			
Usual residential address			
For a corporation, give the registered or principal office address.			
181 QUEEN VICTORIA STREET,			
Post town		LONDON	
County / Region		Postcode	EC4V 4DZ
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		For and on behalf of SAME DAY COMPANY SERVICES LTD.	Date 30.09.90

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
WILDMAN & BATTELL LIMITED			
Previous forename(s)			
Previous surname(s)			
Address			
BRIDGE HOUSE			
Usual residential address			
For a corporation, give the registered or principal office address.			
181 QUEEN VICTORIA STREET			
Post town		LONDON	
County / Region		Postcode	EC4V 4DZ
Country			
Day Month Year			
Date of birth	not applicable	Nationality	
Business occupation			
A LIMITED COMPANY.			
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature		FOR & on behalf of WILDMAN & BATTELL LTD.	Date 30.09.90

Directors (continued) (see notes 1-5)

* Voluntary details

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

FOR & on behalf of SAME-DAY
COMPANY SERVICES LIMITED

Date

30.09.98

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

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CLERO
3646063

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES



Memorandum of Association

of

K C HOLDINGS LIMITED

0089396
0089396

1. The name of the Company is "K C HOLDING 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 business as a general commercial company; to carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, 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; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, 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 companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.
 - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets

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SAME-DAY COMPANY SERVICES LIMITED
BRIDGE HOUSE
181 QUEEN VICTORIA STREET
LONDON EC4V 4DZ
TEL: 0171 236 2970

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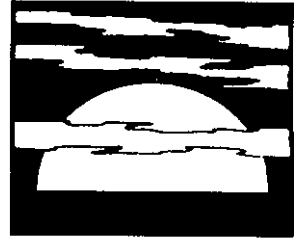
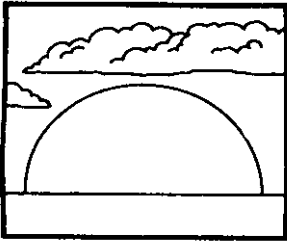


d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.



SAME-DAY COMPANY SERVICES LTD.

THE REGISTRAR OF COMPANIES

30 September 1998

RE: K C HOLDINGS LIMITED

The above named company will hold more than 100% of the shares of the following Limited Companies from the date of Incorporation.

SITE METAL SERVICES LIMITED 3550205, McFARLANE TELFER LIMITED 2655075, PARAMETAL LIMITED 3168685, SIVA SOFTWARE LIMITED 3550494 & MERIDIAN FABRICATIONS LIMITED 3585699.

Yours faithfully

Same-Day Company Services Limited

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.

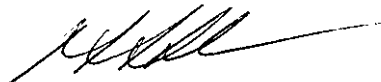
NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
Taken by each
subscriber

WILDMAN & BATTELL LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DZ

ONE

for and on behalf of WILDMAN & BATTELL LIMITED



SAME-DAY COMPANY SERVICES LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DZ

ONE

for and on behalf of SAME-DAY COMPANY SERVICES LIMITED



Dated this 30th day of September 1998

WITNESS to the above signatures -



DARRAN WILSON,
47, Mortimer Road,
East Ham,
London.
E6 3QP

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

K C HOLDINGS LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying

5.

to the Company.

(b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

8. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

9. Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

10. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated:

- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or

- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office or Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

SECRETARY

14. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be WILDMAN & BATTELL LIMITED.

FIRST SECRETARY

17. The first Secretary of the Company shall be SAME-DAY COMPANY SERVICES LIMITED.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

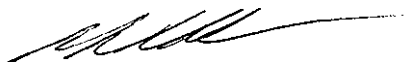
WILDMAN & BATTELL LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DZ

for and on behalf of WILDMAN & BATTELL LIMITED



SAME-DAY COMPANY SERVICES LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DZ

for and on behalf of SAME-DAY COMPANY SERVICES LIMITED



Dated this 30th day of September 1998

WITNESS to the above signatures -



DARRAN WILSON,
47, Mortimer Road,
East Ham,
London.
E6 3QP